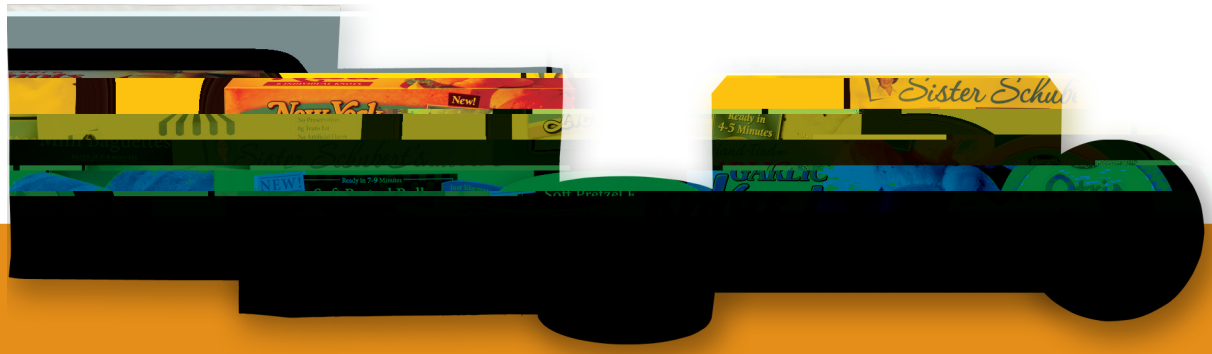
LANCASTER COLONY CORPORATION

2011 Annual Report



New Products

New products serve as an important source of the Company's future growth. Notable recent additions to our product offerings include Sister Schubert's® Soft Pretzel Rolls and Artisan Mini Baguettes, New York BRAND® Garlic Knots, Marzetti® Sweet & Salty Caramel Dip and Marzetti® Otria™ Hummus Veggie Dip. Look for these delicious new items at your local grocery.

Financial Highlights

(In Thousands, Except Per Share Figures)	Years Ended June 30 2011	2010
Net Sales	**$ 1,089,946**	$ 1,056,608
Gross Margin	**$ 242,429**	$ 270,332
Income Before Income Taxes	**$ 161,506**	$ 175,138
Taxes Based on Income	**$ 55,142**	$ 60,169
Net Income	**$ 106,364**	$ 114,969
Total Assets	**$ 622,089**	$ 586,453
Shareholders' Equity	**$ 517,539**	$ 484,908
Per Common Share:		
Net Income – Diluted	**$ 3.84**	$ 4.07
Cash Dividends	**$ 1.29**	$ 1.185
Shareholders' Equity	**$ 18.90**	$ 17.21
Weighted Average Common Shares Outstanding – Diluted	**27,689**	28,174

To Our Shareholders

We are pleased to report that fiscal 2011 saw overall net sales increase approximately 3% with both of our operating segments contributing to growth. Diluted earnings per share reached $3.84, helped by a significant $0.34 per share distribution from the Continued Dumping and Subsidy Offset Act and second only to last year's record $4.07.

Despite some challenges in our retail channel food sales this past year, we have numerous highlights to share. We continued to invest in consumer brand marketing and product innovation, launching products such as the Marzetti® Simply Dressed™ line of refrigerated salad dressings, which met all first-year sales goals. In addition, we rose to a strong number two position nationally in the refrigerated dressing category with Simply Dressed™ capturing over three percent of reported market share. Marzetti® Otria™ Greek Yogurt Veggie Dips also performed well.

Our latest product introductions occurred in the frozen bread category and included our New York BRAND® Hand-tied Garlic Knots that arrived on store shelves this summer, closely followed by Sister Schubert's® Soft Pretzel Rolls and Mini Baguettes. Initial retail customer acceptance of these products has been very good, and we look forward to positive consumer reaction. New items to be launched this fall include a Marzetti® Sweet and Salty Caramel Dip along with a reformulated, and now Otria™-branded, Hummus Veggie Dip.

We continue to focus and invest in digital marketing strategies and tactics in order to develop one-on-one relationships with our consumers. Some of our recent initiatives include: enhancements to the marzetti.com and sisterschuberts.com websites; online brand advertising; and email and social media marketing.

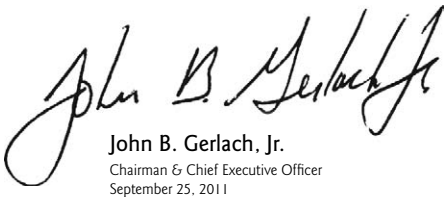
In other positive news, our foodservice business grew during the second half of the year, thanks to new products sold to existing customers and sales growth with many of our national account customers.

On the facility front, we expanded our recently-constructed Sister Schubert's Kentucky plant, investing over $20 million to support this category-leading frozen roll brand's future growth. After successful completion, production was in full swing by early July.

Rising raw material costs were our biggest challenge this past year, a trend that is continuing in fiscal 2012. We experienced increases in food ingredients, wax and packaging, with some input costs rising to or near record levels. To compensate, we implemented increased pricing but have not yet fully offset higher costs. Additional price hikes may become necessary this year.

With a strong balance sheet, we are well-positioned to continue to grow our business through investment and to take advantage of acquisition opportunities as well as provide returns to shareholders in the form of dividends and share repurchases.

Your continued interest and support is greatly appreciated.



John B. Gerlach, Jr.
Chairman & Chief Executive Officer
September 25, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-K

(Mark One)

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

For the fiscal year ended June 30, 2011

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)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, without par value	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes ☐ No ☒

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), anSu telephon 1 Tfber,8.5cludfileng ar

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

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PART I

Ite ***Business***

GENERAL

Lancaster Colony Corporation, an Ohio corporation (reincorporated in 1992, successor to a Delaware corporation originally incorporated in 1961), 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. Although not material to our consolidated operations, we are also engaged in the distribution of various products, including glassware and candles, to commercial markets. 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. Our principal executive offices are located at 37 West Broad Street, Columbus, Ohio 43215 and our telephone number is 614-224-7141.

As used in this Annual Report on Form 10-K and except as the context otherwise may require, the terms "we," "us," "our," "registrant," or "the Company" mean Lancaster Colony Corporation and all entities owned or controlled by Lancaster Colony Corporation except where it is clear that the term only means the parent company. Unless otherwise noted, references to "year" pertain to our fiscal year; for example, 2011 refers to fiscal 2011, which is the period from July 1, 2010 to June 30, 2011.

Available Information

Our Internet web site address is http://www.lancastercolony.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available through our web site as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission. The information contained on our web site or connected to it is not incorporated into this Annual Report on Form 10-K.

DESCRIPTION OF AND FINANCIAL INFORMATION ABOUT BUSINESS SEGMENTS

We operate in two business segments "Specialty Foods" and "Glassware and Candles" with the sales of these segments accounting for approximately 85% and 15%, respectively, of consolidated net sales for the year ended June 30, 2011. The financial information relating to business segments for the three years ended June 30, 2011, 2010 and 2009 is included in Note 13 to the consolidated financial statements, which is included in Part II, Item 8 of this Annual Report on Form 10-K. Further description of each business segment within which we operate is provided below.

Specialty Foods

The food products we manufacture and sell include salad dressings and sauces marketed under the brand names "Marzetti," "T. Marzetti," "Cardini's," "Pfeiffer," "Simply Dressed" and "Girard's"; fruit glazes, vegetable dips and fruit dips marketed under the brand name "T. Marzetti"; Greek yogurt vegetable dips marketed under the brand name "Otria"; frozen breads marketed under the brand names "New York BRAND" and "Mamma Bella"; frozen Parkerhouse style yeast dinner rolls and sweet rolls, as well as biscuits, marketed under the brand names "Sister Schubert's," "Marshall's" and "Mary B's"; premium dry egg noodles marketed under the brand names "Inn Maid" and "Amish Kitchen"; frozen specialty noodles and pastas marketed under the brand names "Reames" and "Aunt Vi's"; croutons and related products marketed under the brand names "New York BRAND," "Texas Toast," "Chatham Village," "Cardini's" and "T. Marzetti" and caviar marketed under the brand name "Romanoff." A portion of our sales in this segment relates to products sold under private label to retailers, distributors and restaurants primarily in the United States. Additionally, a portion of our sales relates to frozen specialty noodles and pastas sold to industrial customers for use as ingredients in their products.

The dressings, sauces, croutons, fruit glazes, vegetable dips, fruit dips, frozen breads and yeast rolls are sold primarily through sales personnel, food brokers and distributors in various geographic areas in the United States, with sales being made to retail, club stores and foodservice markets. We have strong

placement of products in U.S. grocery produce departments through our refrigerated salad dressings, vegetable and fruit dips, and croutons. Within the frozen aisles of grocery retailers, we also have prominent market positions of frozen yeast rolls, as well as garlic breads. Products we sell in the foodservice markets are often custom-formulated and include salad dressings, sandwich and dipping sauces, frozen breads and yeast rolls. Similar to our retail efforts, we utilize our research and development resources to accommodate a strong desire for new and differentiated products among our foodservice users. The dry egg noodles, frozen specialty noodles and pasta are sold through sales personnel, food brokers and distributors to retail, foodservice and industrial markets.

Sales attributable to one customer comprised approximately 16%, 17% and 15% of this segment's total net sales in 2011, 2010 and 2009, respectively. No other customer accounted for more than 10% of this segment's total net sales during these years. Although we have the leading market share in several product categories, all of the markets in which we sell food products are highly competitive in the areas of price, quality and customer service.

Our strong retail brands and product development capabilities continue to be a source of future growth for this segment. In foodservice markets, we attempt to expand existing customer relationships and pursue new opportunities by leveraging our culinary skills and experience to support the development of new menu offerings. Acquisitions are also a component of our future growth plans, with a focus on fit and value.

A significant portion of this segment's product lines is manufactured at our 14 food plants located throughout the United States. However, certain items are also manufactured and packaged by third parties located in the United States, Canada and Europe.

Efficient and cost-effective production remains a key focus of the Specialty Foods segment. In 2010, we consolidated most of the operations of our dressings and sauces manufacturing operation located in Wilson, New York into other existing plants, outsourced certain requirements and exited less profitable dressing lines to achieve greater efficiency in our Specialty Foods segment. In 2009, we also consolidated our Atlanta, Georgia dressing operation into our other existing food facilities as part of our cost-reduction efforts within this segment. Beyond this segment's ongoing initiatives for cost savings and operational improvements, in recent years we completed the construction of two new production facilities in Horse Cave, Kentucky. Our salad dressing plant provided us with incremental capacity enabling us to achieve operating efficiencies at both the new and existing dressing plant locations. Our frozen yeast rolls plant, which was significantly expanded in 2011, helped to satisfy increased customer demand and improved operating efficiencies.

The operations of this segment are not affected to any material extent by seasonal fluctuations, although sales of frozen retail products tend to be most pronounced in the fiscal second quarter. We do not utilize any franchises or concessions in this business segment. The trademarks that we utilize are significant to the overall success of this segment. The patents and licenses under which we operate, however, are not essential to the overall success of this segment.

Glassware and Candles

We sell candles, candle accessories, and other home fragrance products in a variety of sizes, forms and fragrances in retail markets to mass merchants, supermarkets, drug stores and specialty shops under the "Candle-lite" brand name. A significant portion of our candle business is marketed under private label. While less significant, we also sell candles, glassware and various other products to customers in certain commercial markets, including restaurants, hotels, hospitals and schools.

All the markets in which we sell candle products are highly competitive in the areas of design, price, quality and customer service. Sales attributable to one customer comprised approximately 58%, 61% and 49% of this segment's total net sales in 2011, 2010 and 2009, respectively. No other customer accounted for more than 10% of this segment's total net sales during these years.

Although the availability of certain of these materials has become more influenced by the level of global demand, we anticipate that future sources of supply will generally be adequate for our needs.

Item 1A ***Risk Factors***

An investment in our common stock is subject to certain risks inherent in our business. The material risks and uncertainties that we believe could or do affect us are described below. Before making an investment decision, you should carefully consider the risks and uncertainties described below, together with all of the other information included or incorporated by reference in this Annual Report on Form 10-K.

If any of the following risks occur, our financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of our common stock could decline significantly.

Competitive conditions within our markets could impact our sales volumes and operating margins.

Competition within all of our markets is intense and is expected to remain so. Numerous competitors exist, many of which are larger than us in size. Global production overcapacity has also had an impact on operations within our Glassware and Candles segment. These competitive conditions could lead to significant downward pressure on the prices of our products, which could have a material adverse effect on our revenues and profitability.

Competitive considerations in the various product categories in which we sell are multifaceted and include price, product innovation, product quality, brand recognition and loyalty, effectiveness of marketing, promotional activity and the ability to identify and satisfy consumer preferences. In order to protect existing market share or capture increased market share among our retail channels, we may decide to increase our spending on marketing, advertising and new product innovation. The success of marketing, advertising and new product innovation is subject to risks, including uncertainties about trade and consumer acceptance. As a result, any increased expenditures we make may not maintain or enhance market share and could result in lower profitability.

Wal-Mart is our largest customer and the loss of, or a significant reduction in, its business could cause our sales and net income to decrease.

Our net sales to Wal-Mart represented approximately 22% of consolidated net sales for the year ended June 30, 2011. We believe that our relationship with Wal-Mart is good, but we cannot assure that we will be able to maintain this relationship. In addition, changes in Wal-Mart's general business model, such as reducing branded products or devoting more shelf space to private label products, could affect the profitability of our business with Wal-Mart even if we maintain a good relationship. The loss of, or a significant reduction in, this business could have a material adverse effect on our sales and profitability. Unfavorable changes in Wal-Mart's financial condition or other disruptions to Wal-Mart, such as decreased consumer demand, could also have a material adverse effect on our business and results of operations.

Increases in the costs or limitations to the availability of raw materials we use to produce our products could adversely affect our business by increasing our costs to produce goods.

We purchase a majority of our key raw materials on the open market. Our ability to avoid the adverse effects of a pronounced, sustained price increase in our raw materials is limited. However, we try to limit our exposure to price fluctuations for raw materials by occasionally entering into longer-term, fixed-price contracts for certain raw materials. Our principal raw-material needs include soybean oil, various dairy-related products, flour, paper and plastic packaging materials and wax. We have observed increased volatility in the costs of many of these raw materials in recent years. From 2007 through the first half of 2009, and again in 2011, commodity markets for grain-based products, on which our food products depend, including dairy, soybean oil and flour products, rose significantly and were unusually volatile due to market concerns over grain-based fuel sources and worldwide demand. Further, fluctuating petroleum prices have impacted our costs of wax and inbound freight on all purchased materials.

We anticipate that future sources of supply will generally be adequate for our needs, but disruptions in availability and increased prices could have a material adverse effect on our business and results of operations. The increase in the costs of raw materials used in our Specialty Foods segment during 2007 to

2009 and 2011 had an adverse impact on our operating income. We took measures to offset the impact of these higher costs, including the implementation of higher pricing. However, there is no assurance that we will not experience further increases in the costs of raw materials, and uncertainty exists as to our ability to implement offsetting measures. Such further increases, as well as an inability to effectively implement additional measures to offset higher costs, could have a material adverse effect on our business and results of operations.

A disruption of production at certain manufacturing facilities could result in an inability to provide adequate levels of customer service.

Because we source certain products from single manufacturing sites, it is possible that we could experience a production disruption that results in a reduction or elimination of the availability of some of our products. Should we not be able to obtain alternate production capability in a timely manner, a negative impact on our operations could result, including the potential for long-term loss of product placement with various customers.

Manufacturing capacity constraints may have a material adverse effect on us.

Our current manufacturing facilities may be inadequate to meet significantly increased demand for some of our food products. Our ability to increase our manufacturing capacity depends on many factors, including the availability of capital, steadily increasing consumer demand, tool delivery, construction lead-times, installation and qualification.

A lack of sufficient manufacturing capacity to meet demand could cause our customer order times to increase and our product quality to decrease, which may negatively affect customer demand for our products and customer relations generally, and which could have a material adverse effect on us. In addition, operating our facilities at or near capacity may also negatively affect relations with our employees, which could result in higher employee turnover, labor disputes, and disruptions in our operations.

We may be subject to product recalls or other claims for mislabeled, adulterated, contaminated, defective or spoiled food products or consumer products.

Our operations could be impacted by both genuine and fictitious claims regarding our products and our competitors' products. Under adverse circumstances, we may need to recall some of our products if they are, or have the potential to be, mislabeled, adulterated, contaminated, or contain a defect. Any of these circumstances could necessitate a recall due to a substantial product hazard, a need to change a product's labeling or out of an abundance of caution to avoid any potential product hazards. A pervasive product recall may result in significant losses due to the costs of a recall or related legal claims, the destruction of product inventory, lost sales due to the unavailability of product for a period of time and a loss of goodwill and, therefore, may have an adverse effect on our results of operations. In addition, we may also be liable if any of our products causes injury.

Any claim or product recall could stem from or result in noncompliance with regulations of the Food and Drug Administration, the U.S. Consumer Product Safety Commission or state law. Such an action could force us to stop selling our products and create significant adverse publicity that could harm our credibility and decrease market acceptance of our products.

If we are required to defend against a product liability or other claim, whether or not we are found liable under the claim, we could incur substantial costs, our reputation could suffer and our customers might substantially reduce their existing or future orders from us.

In addition, either a significant product recall or a product liability claim involving a competitor's products or products in markets related to those in which we compete could result in a loss of consumer confidence in our products or our markets generally and could have a material impact on consumer demand, which could have an adverse effect on our business results and the value of our brands.

Increases in energy-related costs could negatively affect our business by increasing our costs to produce goods.

We are subject to volatility in energy-related costs that affect the cost of producing our products. This is true in both our Glassware and Candles segment, in which we use large amounts of wax, and in our Specialty Foods segment, in which we utilize petroleum-derived packaging materials. Increases in these types of costs could have a material adverse effect on our business and results of operations.

The availability and cost of transportation for our products is vital to our success, and the loss of availability or increase in the cost of transportation could have an unfavorable impact on our business and results of operations.

Our ability to obtain adequate and reasonably-priced methods of transportation to distribute our products is a key factor to our success. Our Specialty Foods segment requires the use of refrigerated trailers to ship a substantial portion of its products. Delays in transportation, especially in our Specialty Foods segment, where orders are generally filled in three to seven days following the receipt of the order, could have a material adverse effect on our business and results of operations. Further, high fuel costs also negatively impact our financial results. We are often required to pay fuel surcharges to third-party transporters of our products due to high fuel costs. These fuel surcharges can be substantial and would increase our cost of goods sold. If we were unable to pass those high costs to our customers in the form of price increases, those high costs could have a material adverse effect on our business and results of operations.

Our inability to successfully renegotiate union contracts and any prolonged work stoppages or other business disruptions could have an adverse effect on our business and results of operations.

We believe that our labor relations with unionized employees are good, but our inability to negotiate the renewal of these contracts could have a material adverse effect on our business and results of operations. Any prolonged work stoppages could also have an adverse effect on our results of operations.

We are also subject to risks of other business disruptions associated with our dependence on our production facilities and our distribution systems. Natural disasters, terrorist activity or other events could interrupt our production or distribution and have a material adverse effect on our business and results of operations, including the potential for long-term loss of product placement with various customers.

There is no certainty regarding the amount of future CDSOA distributions.

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 $14.4 million, $0.9 million and $8.7 million in 2011, 2010 and 2009, respectively. CDSOA remittances have related to certain candles being imported from the People's Republic of China.

Legislation was enacted in February 2006 to repeal the applicability of CDSOA to duties collected on products imported after September 2007. 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.

In addition to this legislative development, cases have been brought in U.S. courts challenging 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 and the U.S. Supreme Court did not hear either case. This effectively ended the constitutional challenges brought in these cases, but other cases challenging CDSOA remain active.

We are unable to determine, at this time, what the ultimate outcome of other litigation will be, and it is possible that further legal action, potential additional changes in the law and other factors could affect the amount of funds available for distribution, including funds relating to entries prior to October 2007.

Accordingly, we cannot predict the amount of future distributions we may receive. Any change in CDSOA distributions could affect our earnings and cash flow.

Restructuring and impairment charges could have a material adverse effect on our financial results.

We did not record any restructuring and impairment charges for the year ended June 30, 2011, but we did record such charges totaling approximately $2.5 million and $1.6 million in 2010 and 2009, respectively. Likewise, future events may occur that could adversely affect the reported value of our assets and require impairment charges. Such events may include, but are not limited to, strategic decisions made in response to changes in economic and competitive conditions, the impact of the economic environment on our customer base, or a material adverse change in our relationship with significant customers.

We may not be able to successfully consummate proposed acquisitions or divestitures or integrate acquired businesses.

From time to time, we evaluate acquiring other businesses that would strategically fit within our various operations. If we are unable to consummate, successfully integrate and grow these acquisitions and to realize contemplated revenue growth, synergies and cost savings, our financial results could be adversely affected. In addition, we may, from time to time, divest businesses that are less of a strategic fit within our portfolio or do not meet our growth or profitability targets. As a result, our profitability may be impacted by either gains or losses on the sales of those businesses or lost operating income or cash flows from those businesses. We may also not be able to divest businesses that are not core businesses or may not be able to do so on terms that are favorable to us. Further, a buyer's inability to fulfill contractual obligations that were assigned as part of a business divestiture, including those relating to customer contracts, could lead to future financial loss on our part. In addition, we may be required to incur asset impairment or restructuring charges related to acquired or divested businesses, which may reduce our profitability and cash flows. These potential acquisitions or divestitures present financial, managerial and operational challenges, including diversion of management attention from existing businesses, difficulty with integrating or separating personnel and financial and other systems, increased expenses, assumption of unknown liabilities, indemnities and potential disputes with the buyers or sellers.

Potential indemnification costs relating to business divestitures could have a material adverse effect on our business and results of operations.

We made several business divestitures in 2008 and 2007. These divestitures were made pursuant to agreements that contain customary indemnification provisions, some of which run in favor of the purchasers. In the future, if any of these indemnification provisions are triggered, we may be required to make indemnification payments to these purchasers or other parties. Any potential payments that we may be required to make under our divestiture agreements could have a material adverse effect on our business and results of operations.

A future increase in our indebtedness could adversely affect our profitability and operational flexibility.

Although we do not have any outstanding debt at this time, we may incur indebtedness in 2012 or beyond for a variety of reasons, including acquisitions or potential changes in capitalization that might require significant cash expenditure. A consequence of such indebtedness could be a reduction in the level of our profitability due to higher interest expense. Depending on the future extent and availability of our borrowings, we could also become more vulnerable to economic downturns, require curtailment of cash dividends or share repurchases, reduce or delay beneficial expansion or investment plans, or otherwise be unable to meet our obligations when due. For more information regarding our debt, see the "Liquidity and Capital Resources" section in Item 7 of this Annual Report on Form 10-K.

We are subject to Federal, state and local government regulations that could adversely affect our business and results of operations.

Certain of our business operations are subject to regulation by various Federal, state and local government entities and agencies. As a producer of food products for human consumption, our operations are subject to stringent production, packaging, quality, labeling and distribution standards, including regulations mandated by the Federal Food, Drug and Cosmetic Act. We cannot predict if future regulation by various

Federal, state and local governmental entities and agencies would adversely affect our business and results of operations.

In addition, our business operations and the past and present ownership and operation of our properties are subject to extensive and changing Federal, state and local environmental laws and regulations pertaining to the discharge of materials into the environment, the handling and disposition of wastes (including solid and hazardous wastes) or otherwise relating to protection of the environment. We cannot assure that environmental issues relating to presently known matters or identified sites or to other matters or sites will not require additional, currently unanticipated investigation, assessment or expenditures.

We rely on the value of our brands, and the costs of maintaining and enhancing the awareness of our brands are increasing, which could have an adverse impact on our revenues and profitability.

We rely on the success of our well-recognized brand names. If we are not successful in maintaining our brand recognition, this could have a material adverse effect on our business and results of operations. We intend to maintain our strong brand recognition by continuing to devote resources to advertising, marketing and other brand-building efforts. The costs of maintaining our brands are increasing, and these increased costs could have a material adverse impact on our financial results.

We rely on the performance of major retailers, wholesalers, food brokers, distributors, foodservice customers and mass merchants for the success of our business, and should they perform poorly or give higher priority to other brands or products, our business could be adversely affected.

We sell our products principally to retail outlets and wholesale distributors, including traditional supermarkets, mass merchants, warehouse clubs, wholesalers, foodservice distributors and direct accounts, specialty food distributors, nonfood outlets such as drug store chains and dollar stores. The replacement by or poor performance of our major wholesalers, retailers or chains, or our foodservice customers, or our inability to collect accounts receivable from our customers, could have a material adverse effect on our results of operations and financial condition.

In addition, many of our customers offer branded and private label products that compete directly with our products for retail shelf space and consumer purchases. Accordingly, there is a risk that these customers may give higher priority or promotional support to their own products or to the products of our competitors or discontinue the use of our products in favor of their own products or other competing products. If we are not successful in maintaining our retail shelf space or priority with these customers, this could have a material adverse effect on our business and results of operations.

Inherent risks associated with our idle real property, such as our inability to sell it in a reasonable time period, could have an adverse effect on our business and results of operations.

As a result of recent strategic alternative activities, we currently hold various parcels of real property that are not currently used in our operations. These facilities have a net book value at June 30, 2011 of approximately $2.8 million. In addition, we may make further specific determinations in the future with respect to additional facilities or sell other operations while retaining the associated real property. These determinations could be announced at any time. Possible adverse consequences resulting from or related to these properties may include various accounting charges, disposition costs related to the potential sale of a property, costs associated with leasing obligations, and other normal or attendant risks and uncertainties associated with holding, leasing or selling real property.

Although most of our properties have been subjected to periodic environmental assessments, these assessments may be limited in scope and may not include or identify all potential environmental liabilities or risks associated with any particular property. We cannot be certain that our environmental assessments have identified all potential environmental liabilities or that we will not incur material environmental liabilities in the future. If we do incur or discover any material environmental liabilities or potential environmental liabilities in the future, we may face significant remediation costs and find it difficult to sell or lease any affected properties.

In addition, it may take months and possibly longer to sell these properties at a suitable price. The real estate market is affected by many factors, such as general economic conditions, availability of financing,

interest rates and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell a property for the price or on the terms set by us or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We cannot predict the length of time needed to find a willing purchaser and to close the sale of any property. If we are unable to sell a property when we determine to do so, it could have an adverse effect on our cash flow and results of operations.

The loss of the services of one or more members of our senior management team could have a material adverse effect on our business, financial condition and results of operations.

Our operations and prospects depend in large part on the performance of our senior management team, several of which are long-serving employees with significant knowledge of our business model and operations. Should we not be able to find qualified replacements for any of these individuals if their services were no longer available, our ability to manage our operations or successfully execute our business strategy may be materially and adversely affected.

Mr. Gerlach, our Chief Executive Officer and Chairman of our board of directors, has a significant ownership interest in our Company.

As of June 30, 2011, Mr. Gerlach owned or controlled approximately 30% of the outstanding shares of our common stock. Accordingly, Mr. Gerlach has significant influence on all matters submitted to a vote of the holders of our common stock, including the election of directors. Mr. Gerlach's voting power also may have the effect of discouraging transactions involving an actual or a potential change of control of our Company, regardless of whether a premium is offered over then-current market prices.

The interests of Mr. Gerlach may conflict with the interests of other holders of our common stock.

Anti-takeover provisions could make it more difficult for a third party to acquire us.

Certain provisions of our charter documents, including provisions limiting the ability of shareholders to raise matters at a meeting of shareholders without giving advance notice and provisions classifying our Board of Directors, may make it more difficult for a third party to gain control of our Board of Directors. This may have the effect of delaying or preventing changes of control or management of the Company, which could have an adverse effect on the market price of our stock.

Additionally, Ohio corporate law contains certain provisions that could have the effect of delaying or preventing a change of control. The Ohio Control Share Acquisition Act found in Chapter 1701 of the Ohio Revised Code provides that certain notice and informational filings and a special shareholder meeting and voting procedures must be followed prior to consummation of a proposed "control share acquisition," as defined in the Ohio Revised Code. Assuming compliance with the prescribed notice and information filings, a proposed control share acquisition may be accomplished only if, at a special meeting of shareholders, the acquisition is approved by both a majority of the voting power of the Company represented at the meeting and a majority of the voting power remaining after excluding the combined voting power of the "interested shares," as defined in the Ohio Revised Code. The Interested Shareholder Transactions Act found in Chapter 1704 of the Ohio Revised Code generally prohibits certain transactions, including mergers, majority share acquisitions and certain other control transactions, with an "interested shareholder," as defined in the Ohio Revised Code, for a three-year period after becoming an interested shareholder, unless our Board of Directors approved the initial acquisition. After the three-year waiting period, such a transaction may require additional approvals under this Act, including approval by two-thirds of all of the Company's voting shares and a majority of the Company's voting shares not owned by the interested shareholder. The application of these provisions of the Ohio Revised Code, or any similar anti-takeover law adopted in Ohio, could have the effect of delaying or preventing a change of control, which could have an adverse effect on the market price of our stock.

Item 1B ***Unresolved Staff Comments***

None.

Item 2 ***Properties***

We use approximately 2.7 million square feet of space for our operations. Of this space, approximately 0.5 million square feet are leased.

The following table summarizes our locations that in total exceed 75,000 square feet of space (including aggregation of multiple facilities) and that are considered our principal manufacturing and warehousing operations:

Location	Business Segment	Approximate Square Feet	Terms of Occupancy
Altoona, IA (2)	Specialty Foods	120,000	Owned/Leased
Bedford Heights, OH (1)	Specialty Foods	98,000	Owned/Leased
Columbus, OH (2)	Specialty Foods	386,000	Owned/Leased
Grove City, OH	Specialty Foods	195,000	Owned
Horse Cave, KY	Specialty Foods	382,000	Owned
Luverne, AL	Specialty Foods	91,000	Owned
Milpitas, CA (3)	Specialty Foods	130,000	Owned/Leased
Leesburg, OH	Glassware and Candles	860,000	Owned
Jackson, OH	Glassware and Candles	122,000	Owned

(1) Part leased for term expiring in calendar year 2012

(2) Part leased for term expiring in calendar year 2014

(3) Part leased for term expiring in calendar year 2015

We have recently completed the expansion of our frozen yeast roll manufacturing facility in Horse Cave, Kentucky. The expansion added approximately 49,000 square feet to the original facility and is included in the table above.

As a result of our past strategic alternative activities, we also hold various parcels of real property that we do not currently use in our operations. The related facilities contain in excess of 1.5 million square feet.

Item 3 ***Legal Proceedings***

We currently are a party to various legal proceedings. Such matters did not have a material effect on the current-year results of operations. While we believe that the ultimate outcome of these various proceedings, individually and in the aggregate, will not have a material effect on our financial position or future results of operations, litigation is always subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages or an injunction prohibiting us from manufacturing or selling one or more products or could lead to us altering the manner in which we manufacture or sell one or more products, which could have a material impact on net income for the period in which the ruling occurs and future periods.

Item 4 ***Removed and Reserved***

PART II

Ite ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock trades on The NASDAQ Global Select Market under the symbol LANC. The following table sets forth the high and low prices for Lancaster Colony Corporation common shares and the dividends paid for each quarter of 2011 and 2010. Stock prices were provided by The NASDAQ Stock Market LLC.

	Stock Prices		Dividends Paid
	High	Low	Per Share
First quarter	[illegible]	[illegible]	[illegible]
Second quarter	[illegible]	[illegible]	[illegible]
Third quarter	[illegible]	[illegible]	[illegible]
Fourth quarter	[illegible]	[illegible]	[illegible]
Year			[illegible]
2010			
First quarter	$53.41	$41.52	$ .285
Second quarter	$51.96	$47.01	.300
Third quarter	$60.07	$49.30	.300
Fourth quarter	$61.60	$51.77	.300
Year			$1.185

The number of shareholders as of August 17, 2011 was approximately 8,500. The highest and lowest prices for our common stock from July 1, 2011 to August 17, 2011 were $64.15 and $53.91.

We have paid dividends for 192 consecutive quarters. Future dividends will depend on our earnings, financial condition and other factors.

Issuer Purchases of Equity Securities

Our Board of Directors ("Board") approved a share repurchase authorization of 2,000,000 shares in November 2010. Approximately 1,618,000 shares from this authorization remained authorized for future purchase at June 30, 2011. In the fourth quarter, we made the following repurchases of our common stock:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares That May Yet be Purchased Under the Plans
April 1-30, 2011	–	$ –	–	1,678,544
May 1-31, 2011	–	$ –	–	1,678,544
June 1-30, 2011	60,194	$58.81	60,194	1,618,350
Total	60,194	$58.81	60,194	1,618,350

This share repurchase authorization does not have a stated expiration date.

PERFORMANCE GRAPH

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL SHAREHOLDER RETURN OF LANCASTER COLONY CORPORATION, THE S&P MIDCAP 400 INDEX AND THE DOW JONES U.S. FOOD PRODUCERS INDEX

The graph set forth below compares the five-year cumulative total return from investing $100 on June 30, 2006 in each of our Common Stock, the S&P Midcap 400 Index and the Dow Jones U.S. Food Producers Index. It is assumed that all dividends are reinvested.

Cumulative Total Return - Dollars

	6/06	6/07	6/08	6/09	6/10	6/11

Ite ***Selected Financial Data***

LANCASTER COLONY CORPORATION AND SUBSIDIARIES
FI E YEAR FINANCIAL SUMMARY

Thousands E cept Per Share Figures	Years Ended June			
	2010	2009	2008	2007
Operations				
Net Sales(1)	$1,056,608	$1,051,491	$ 980,915	$ 945,810
Gross Margin(1)	$ 270,332	$ 215,492	$ 157,341	$ 181,740
Percent of Sales	25.6%	20.5%	16.0%	19.2%
Interest Expense	$ –	$ (1,217)	$ (3,076)	$ (150)
Percent of Sales	0.0%	0.1%	0.3%	0.0%
Other Income – Continued Dumping and Subsidy Offset Act	$ 893	$ 8,696	$ 2,533	$ 699
Income from Continuing Operations Before Income Taxes(1)	$ 175,138	$ 137,006	$ 75,668	$ 101,260
Percent of Sales	16.6%	13.0%	7.7%	10.7%
Taxes Based on Income(1)	$ 60,169	$ 47,920	$ 27,229	$ 36,981
Income from Continuing Operations(1)	$ 114,969	$ 89,086	$ 48,439	$ 64,279
Percent of Sales	10.9%	8.5%	4.9%	6.8%
Continuing Operations Diluted Income per Common Share(1)(2)	$ 4.07	$ 3.17	$ 1.64	$ 2.03
Cash Dividends per Common Share	$ 1.185	$ 1.135	$ 1.11	$ 1.07
Financial Position				
Cash and Equivalents(1)	$ 100,890	$ 38,484	$ 19,417	$ 8,316
Total Assets	$ 586,453	$ 498,481	$ 520,178	$ 598,497
Working Capital	$ 239,446	$ 148,233	$ 144,925	$ 137,121
Property, Plant and Equipment–Net(1)	$ 166,097	$ 170,900	$ 179,573	$ 194,589
Long-Term Debt	$ –	$ –	$ 55,000	$ –
Property Additions(1)	$ 12,833	$ 11,336	$ 16,832	$ 53,589
Depreciation and Amortization(1)	$ 20,533	$ 21,870	$ 24,138	$ 24,081
Shareholders' Equity	$ 484,908	$ 402,556	$ 359,218	$ 444,309
Per Common Share	$ 17.21	$ 14.32	$ 12.63	$ 14.45
Weighted Average Common Shares Outstanding Diluted(2)	28,174	28,044	29,496	31,603

(1)2008 and 2007 amounts exclude the impact of certain discontinued automotive operations sold in those fiscal years.

(2) Certain prior-year figures were restated in 2010 to reflect the adoption of the provisions of a Financial Accounting Standards Board ("FASB") Staff Position ("FSP") on the FASB's Emerging Issues Task Force ("EITF") Issue No. 03-06-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities." See further discussion in Note 1 to the consolidated financial statements.

Ite . *Management's Discussion and Analysis of Financial Condition and Results of Operations*

O ER IE

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 years ended June 30, 2011, 2010 and 2009 and our liquidity and capital resources as of June 30, 2011 and 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, 2011 refers to fiscal 2011, which is the period from July 1, 2010 to June 30, 2011. In the discussion that follows, we analyze the results of our operations for the last three years, including the trends in our overall business, followed by a discussion of our cash flows and liquidity and contractual obligations. We then provide a review of the critical accounting policies and estimates that we believe are most important to an understanding of our MD&A and our consolidated financial statements. We conclude our MD&A with information on recently issued accounting pronouncements.

The following discussion should be read in conjunction with the "Selected Financial Data" and our consolidated financial statements and the notes thereto, all included elsewhere in this Annual Report on Form 10-K. 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."

EXECUTI E 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. Although not material to our consolidated operations, 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. Fiscal years prior to 2009 were significant years in implementing this strategy as we divested various nonfood operations and focused our capital investment in the Specialty Foods segment. These strategic dispositions and investments resulted in transforming our company into a predominately food-focused business. In 2011, approximately 85% of our consolidated net sales and effectively all of our operating income were derived from the Specialty Foods segment. For perspective, in 2001, our Specialty Foods segment comprised approximately 47% and 72% of our reported consolidated net sales and operating income, respectively.

We intend to periodically reassess the strategic fit and contribution of our remaining nonfood operations in light of market conditions, capital needs and other factors. Our current strategy focuses our efforts on the most profitable part of our business and minimizes the amount of financial and management resources devoted to our nonfood operations. We believe we are positioned to maximize the future potential of our 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;
- 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 over time 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.

Within retail markets, our Specialty Foods segment utilizes numerous branded products to support growth and maintain market competitiveness. We place great emphasis on our product innovation and development efforts so as to enhance growth by providing distinctive new products meeting the evolving needs and preferences of consumers.

Our foodservice sales primarily consist of products sold to restaurant chains. Over the long-term, we have experienced broad-based growth in our foodservice sales, as we build on our strong reputation for product development and quality.

We expect that part of our future growth in the Specialty Foods segment will result from acquisitions. We continue to review potential acquisitions that we believe will provide good complements to our existing product lines, enhance our gross margins or offer good expansion opportunities in a manner that fits our overall goals.

As has occasionally been required to support future growth opportunities, we have historically made substantial capital investments to support our existing food operations, such as the construction of a new frozen yeast roll facility in Horse Cave, Kentucky that began operations in 2008 and was significantly expanded through a project that was completed in June 2011. At an adjoining location, we began production activities at a newly-constructed dressing facility in 2007. Both facilities helped accommodate potential future sales growth and also provided greater manufacturing efficiencies. Based on our current plans and expectations, we believe that our total capital expenditures for 2012 will be approximately $25 million.

Summary of 2011 Results

The following is an overview of our consolidated operating results for the year ended June 30, 2011.

Consolidated net sales reached approximately $1,090 million during 2011, increasing by approximately 3% as compared to prior-year net sales of $1,057 million, driven by growth coming from both operating segments. The Specialty Foods segment's increase reflected higher foodservice sales, which were partially offset by lower retail sales. The increase in sales of the Glassware and Candles segment primarily reflected higher candle sales volumes from product placement into new accounts that began in the fourth quarter of 2010.

Gross margin decreased 10% to approximately $242.4 million from the prior-year comparable total of $270.3 million. Increasing raw-material costs, as well as a less favorable sales mix and higher freight costs within the Specialty Foods segment, contributed to the lower gross margin.

Overall results were also affected by the funds received under CDSOA. In 2011, we received approximately $14.4 million under CDSOA, as compared to approximately $0.9 million in 2010 and approximately $8.7 million in 2009. For a more-detailed discussion of CDSOA, see the subcaption "Other Income – Continued Dumping and Subsidy Offset Act" of this MD&A.

Net income totaled approximately $106.4 million in 2011, or $3.84 per diluted share, compared to net income of $115.0 million, or $4.07 per diluted share, in 2010. Net income in 2009 totaled approximately $89.1 million, or $3.17 per diluted share.

Looking Forward

We are anticipating continued growth in consolidated sales during 2012. Factors that we believe should contribute to our growth include the incremental impact of several recently-introduced retail food products, the implementation of higher pricing among various product lines, as well as the expansion of existing

product lines with current customers or into new geographic markets. We will also continue to review acquisition opportunities within the Specialty Foods segment that are consistent with our growth strategy and represent good value or otherwise provide significant strategic benefits. However, unsettled economic conditions affecting consumer and retailer buying patterns are among the many influences that may impact sales improvement and our ability to improve operating margins in the coming year.

Within our Specialty Foods segment, with respect to material input and freight costs, we enter 2012 experiencing an elevation of such costs over 2011 levels. It is possible that future changes in the economy and regulatory environment could cause further increases in these costs. To help offset or stabilize the impact of such increases, we have pursued other operational strategies that we believe will aid our future results. For example, as part of our cost reduction efforts, we consolidated our Wilson, New York and Atlanta, Georgia production operations into our other existing facilities in the second quarter of 2010 and early 2009, respectively. Further, the 2011 expansion of our frozen roll capacity is expected to improve production throughput and reduce third party warehouse costs. We are also continuing to limit some of our exposure to volatile swings in food commodity costs through a structured purchasing program for certain future requirements. We do expect to realize higher pricing in 2012, but we believe that the related income may ultimately be less than the total increase in material and freight costs.

With respect to our Glassware and Candles segment, we expect lower 2012 sales levels, especially for holiday products, as some lower-margin business was not retained. Higher wax costs will continue to negatively impact the segment's operating results, and it will be challenging to maintain operating efficiencies with the expected lower production levels. Accordingly, we currently expect this segment's 2012 operating income will be challenged to reach the level of 2011.

For a more-detailed discussion of the effect of commodity costs, see the "Impact of Inflation" section of this MD&A below.

In order to ensure that our capitalization is adequate to support our future internal growth prospects, acquire food businesses consistent with our strategic goals, and maintain cash returns to our shareholders through cash dividends and share repurchases, we will need to maintain sufficient flexibility in our future capital structure. We will continue to reassess our allocation of capital periodically to ensure that we maintain adequate operating flexibility while providing appropriate levels of cash returns to our shareholders, whether through share repurchases or cash dividends, including special dividends, if appropriate.

RE IE OF CONSOLIDATED OPERATIONS

Segment Sales Mix

The relative proportion of sales contributed by each of our business segments can impact a year-to-year comparison of the consolidated statements of income. The following table summarizes the sales mix over each of the last three years:

	2010	2009
Seg ent Sales Mi		
Specialty Foods	85%	87%
Glassware and Candles	15%	13%

Net Sales and Gross Margin

Dollars in thousands	Year Ended June 2010	2009	Change vs 2010 vs. 2009	
Net Sales				
Specialty Foods	$ 893,256	$ 909,897	$ (16,641)	(2)%
Glassware and Candles	163,352	141,594	21,758	15 %
Total	$1,056,608	$1,051,491	$ 5,117	0 %
Gross Margin	$ 270,332	$ 215,492	$ 54,840	25 %
Gross Margin as a Percentage of Sales	25.6%	20.5%		

Consolidated net sales for the year ended June 30, 2011 increased by approximately 3% to approximately $1,090 million from the prior-year total of approximately $1,057 million. This sales growth reflected improved results in both operating segments. The Specialty Foods segment's increase reflected higher foodservice sales, which were partially offset by lower retail sales. The foodservice sales increase resulted from both higher pricing and new programs with some large restaurant chains. The decline in retail sales was influenced by the exiting of less profitable dressing lines midway through 2010, the loss of product placement for certain produce dips at one customer and generally weak retail market conditions. The increase in sales of the Glassware and Candles segment primarily reflected higher candle volumes from product placement into new accounts that began in the fourth quarter of 2010. Consolidated net sales for the year ended June 30, 2010 increased by less than 1% over the 2009 total of approximately $1,051 million. In 2010, increased sales within the Glassware and Candles segment were partially offset by lower sales within the Specialty Foods segment. The Specialty Foods segment's sales decline reflected moderately lower foodservice sales, as partially offset by higher retail sales. The increase in net sales of the Glassware and Candles segment reflected higher unit volume on improved consumer demand for high-quality, value-priced candles and the introduction and success of various new products.

Our gross margin as a percentage of net sales was approximately 22.2% in 2011 compared with 25.6% in 2010 and 20.5% in 2009. As a percentage of net sales, higher material costs in 2011 are estimated to have impacted gross margin comparisons by approximately 3%. In the Specialty Foods segment, gross margin percentages declined in 2011, reflecting broadly-higher ingredient and freight costs and a less favorable sales mix. Gross margin percentages in the Glassware and Candles segment declined in 2011 due to higher wax costs and, to a lesser extent, lower production volumes. As a percentage of net sales, lower material costs in 2010 are estimated to have benefited gross margin comparisons to 2009 by over 4%. In 2010, the Specialty Foods segment's gross margin percentages improved as a result of lower commodity costs, a stronger retail mix and operating efficiency improvements. Gross margin percentages in the Glassware and Candles segment improved in 2010 due to lower material costs, especially for paraffin wax, and higher sales and production levels.

Selling, General and Administrative Expenses

Dollars in thousands	Year Ended June		Change	
	2010	2009	vs	2010 vs. 2009
Selling, General and Administrative Expenses	$93,821	$84,238		$9,583 11%
SG&A Expense as a Percentage of Sales	8.9%	8.0%		

Selling, general and administrative expenses for 2011 totaled approximately $95.4 million and increased 2% as compared with the 2010 total of $93.8 million, while the 2010 total had increased 11% from the 2009 total of $84.2 million. Higher sales-based expenses, increased compensation expense and greater consumer-directed marketing costs contributed to the overall increase for 2011, although as a percentage of sales the 2011 expenses were comparable to 2010. In 2010, 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

In 2010, we closed our dressings and sauces manufacturing operation located in Wilson, New York. During 2010, we recorded restructuring charges of approximately $2.3 million ($1.5 million after taxes). This closure was essentially complete at December 31, 2009. We do not expect any other costs or cash expenditures related to this closure.

In 2009, we consolidated our Atlanta, Georgia dressing operation into our other existing food facilities. During 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

In 2007, we closed our industrial glass operation that was located in Lancaster, Ohio. The majority of the total $5.7 million restructuring and impairment charge related to this closure was recorded in 2007, but we did incur approximately $0.8 million ($0.5 million after taxes) during the year ended June 30, 2009. The 2009 charge was recorded in Corporate expenses. We do not currently expect other significant restructuring costs related to this closure.

Operating Income (Loss)

Dollars in thousands	Year Ended June 30, 2010	2009	Change 2010 vs. 2009	
Operating Income (Loss)				
Specialty Foods	$ 176,194	$ 145,848	$ 30,346	21 %
Glassware and Candles	9,445	(5,671)	15,116	267 %
Corporate Expenses	(11,440)	(10,529)	(911)	9 %
Total	$ 174,199	$ 129,648	$ 44,551	34%
Operating Income (Loss) as a Percentage of Sales				
Specialty Foods	19.7 %	16.0 %		
Glassware and Candles	5.8 %	(4.0)%		
Consolidated	16.5 %	12.3 %		

Due to the factors discussed above, consolidated operating income for 2011 totaled approximately $147.0 million, a 16% decrease from 2010 operating income of $174.2 million. The 2010 total had increased 34% from 2009 operating income totaling approximately $129.6 million. See further discussion of operating results by segment following the discussion of "Net Income" below.

Interest Expense

We incurred no interest expense in 2011 and 2010 as there were no borrowings outstanding during these years. Interest expense of approximately $1.2 million recorded in 2009 related to long-term borrowings. We had no outstanding borrowings at June 30, 2011 and 2010.

Other Income – Continued Dumping and Subsidy Offset Act

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 $14.4 million, $0.9 million and $8.7 million in 2011, 2010 and 2009, respectively. CDSOA remittances have related to certain candles being imported from the People's Republic of China.

Legislation was enacted in February 2006 to repeal the applicability of CDSOA to duties collected on products imported after September 2007. 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.

In addition to this legislative development, cases have been brought in U.S. courts challenging 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 and the U.S. Supreme Court did not hear either case. This effectively ended the constitutional challenges brought in these cases, but other cases challenging CDSOA remain active.

We are unable to determine, at this time, what the ultimate outcome of other litigation will be, and it is possible that further legal action, potential additional changes in the law and other factors could affect the amount of funds available for distribution, including funds relating to entries prior to October 2007. Accordingly, we cannot predict the amount of future distributions we may receive. Any change in CDSOA distributions could affect our earnings and cash flow.

Interest Income and Other – Net

Interest income and other was income of approximately $0.1 million, income of less than $0.1 million and expense of approximately $0.1 million in 2011, 2010 and 2009, respectively.

Income Before Income Taxes

As affected by the factors discussed above, our income before income taxes for 2011 of approximately $161.5 million decreased 8% from the 2010 total of $175.1 million. The 2009 total income before income taxes was approximately $137.0 million. Our effective tax rate was 34.1%, 34.4% and 35.0% in 2011, 2010 and 2009, respectively. The 2011 rate was primarily impacted by the domestic manufacturing deduction, for which there was a rate increase in the current year. As compared to 2009, the lower rate in 2010 reflected, in part, a favorable resolution of certain previously-reserved state and local tax matters in 2010, as further discussed in Note 5 to the consolidated financial statements.

Net Income

Net income for 2011 of approximately $106.4 million decreased from 2010 net income of $115.0 million. Net income was approximately $89.1 million in 2009. Diluted net income per share totaled approximately $3.84 in 2011, a 6% decrease from the prior-year total of $4.07. The latter amount was 28% higher than 2009 diluted earnings per share of $3.17. Income per share in each of the last three years has been beneficially affected by share repurchases, which have totaled approximately $64.4 million over the three-year period ended June 30, 2011.

SEGMENT RE IE SPECIALTY FOODS

During 2011, net sales of the Specialty Foods segment set a new record level, surpassing the previous record set in 2009, while operating income of approximately $155.2 million decreased 12% from the 2010 level of $176.2 million. Increasing material and freight costs, as well as a less favorable sales mix, contributed to the lower level of operating income. Net sales during 2011 totaled approximately $922.9 million, an increase from the prior-year total of $893.3 million. Sales for 2010 decreased 2% from the

comparative results by approximately 3% of net sales. The 2010 increase reflected lower commodity costs, a stronger retail sales mix and operating efficiency improvements. We estimate that the favorable year-over-year impact of commodity costs approximated 5% of 2010 net sales.

SEGMENT REVIEW: GLASSWARE AND CANDLES

Glassware and Candles segment net sales totaled approximately $167.1 million during 2011, as compared to $163.4 million in 2010 and $141.6 million in 2009. The 2011 increase reflected higher candle sales volumes, mainly product placement into new accounts that began in the fourth quarter of 2010. In 2010, the increase in net sales reflected higher unit volume on improved consumer demand for high-quality, value-priced candles and the introduction, expanded product placement and the success of various new products.

The segment recorded operating income of approximately $3.8 million in 2011 and $9.4 million in 2010 compared to an operating loss of $5.7 million during 2009. Despite the benefits of achieving higher sales volumes in 2011, operating results were adversely affected by higher wax costs and, to a lesser extent, lower production volumes. We estimate that higher wax costs in the Glassware and Candles segment adversely affected the segment's comparative results in 2011 by approximately 5% of net sales. Operating results of the Glassware and Candles segment improved in 2010 due to lower material costs, especially for paraffin wax, and higher sales and production levels. We estimate the favorable year-over-year impact of wax costs for the year ended June 30, 2010 approximated 4% of the segment's net sales.

CORPORATE EXPENSES

The 2011 corporate expenses totaled approximately $12.0 million as compared to $11.4 million in 2010 and $10.5 million in 2009. The higher level of corporate expenses for 2011 and 2010 related to costs associated with our idle real estate holdings while the increase in expenses in 2011 from 2010 related to increased professional fees and personnel related costs.

FINANCIAL CONDITION

Liquidity and Capital Resources

In order to ensure that our capitalization is adequate to support our future internal growth prospects, acquire food businesses consistent with our strategic goals, and maintain cash returns to our shareholders through cash dividends and share repurchases, we will need to maintain sufficient flexibility in our future capital structure. Our balance sheet retained fundamental financial strength during 2011, and we ended the year with approximately $132.3 million in cash and equivalents, along with shareholders' equity of nearly $518 million and no debt.

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 had no borrowings outstanding under this facility at June 30, 2011. The facility expires in October 2012, and all outstanding amounts are then due and payable. At June 30, 2011, we had approximately $6.6 million of standby letters of credit outstanding, which reduced the amount available for borrowing on the unsecured revolving credit facility.

The facility contains certain restrictive covenants, including limitations on indebtedness, asset sales and acquisitions, and financial covenants relating to interest coverage and leverage. At June 30, 2011, 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 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 June 30, 2011, 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.

Cash Flows

Dollars in thousands		**Year Ended June** 2010	2009		**Change** vs 2010 vs. 2009	
Provided by Operating Activities	[illegible]	$ 107,691	$ 133,164	[illegible]	$(25,473)	(19)%
Used in Investing Activities	[illegible]	$ (14,100)	$ (10,974)	[illegible]	$ (3,126)	(28)%
Used in Financing Activities	[illegible]	$ (31,185)	$(103,123)	[illegible]	$ 71,938	70 %

Our cash flows for the years 2009 through 2011 are presented in the Consolidated Statements of Cash Flows. Cash flow generated from operations remains the primary source of financing for our internal growth. Cash provided by operating activities in 2011 totaled approximately $147.5 million, an increase of 37% as compared with the prior-year total of $107.7 million, which decreased from the 2009 total of $133.2 million. The 2011 increase in cash provided by operating activities reflected favorable changes in working capital, especially within accounts receivable, inventory and other current assets, as partially offset by the decrease in net income. The 2010 decrease resulted from comparatively unfavorable changes in working capital components, especially inventory, prepaid Federal income taxes and receivables, as partially offset by a higher level of net income and comparatively favorable changes in accounts payable and accrued liabilities. Most notably, consolidated inventories increased approximately $19 million during 2010 primarily as a result of anticipating larger seasonal sales of candles and frozen breads in 2011. Conversely, despite broadly higher material costs, such inventories declined approximately $10 million in 2011 due to a reduced need for building seasonal inventories.

Cash used in investing activities totaled approximately $35.8 million in 2011, $14.1 million in 2010 and $11.0 million for 2009. The 2011 increase in cash used in investing activities reflected a higher level of capital expenditures in 2011 due to the expansion of our frozen yeast roll facility in Kentucky. The 2010 increase in cash used in investing activities reflected lower proceeds from the sale of property and an increase in capital expenditures in 2010. Capital expenditures totaled approximately $35.3 million in 2011, compared to $12.8 million in 2010 and $11.3 million in 2009. Capital spending allocations during 2011 by segment approximated 97% for Specialty Foods and 3% for Glassware and Candles. Based on our current plans and expectations, we believe that our total capital expenditures for 2012 will be approximately $25 million.

Financing activities used net cash totaling approximately $80.3 million, $31.2 million and $103.1 million in 2011, 2010 and 2009, respectively. The 2011 increase in cash used in financing activities reflected a higher level of share repurchases, lower proceeds from the exercise of stock awards and a lower cash overdraft balance. The 2010 decrease in cash used in financing activities was due primarily to a decrease in treasury share repurchases, the net change in borrowing activity and an increase in the cash overdraft balance. The total payment for cash dividends for the year ended June 30, 2011 was approximately $35.7 million. The dividend payout rate for 2011 was $1.29 per share as compared to $1.185 per share during 2010, and $1.135 per share in 2009. This past fiscal year marked the 48th consecutive year in which our dividend rate was increased. Cash utilized for share repurchases totaled approximately $43.1 million, $4.4 million and $16.9 million in 2011, 2010 and 2009, respectively. Our Board approved a share repurchase authorization of 2,000,000 shares in November 2010. Approximately 1,618,000 shares from this authorization remained authorized for future purchase at June 30, 2011.

The future levels of share repurchases and declared dividends are subject to the periodic review of our Board and are generally determined after an assessment is made of such factors as anticipated earnings levels, cash flow requirements and general business conditions.

Our ongoing business activities continue to be subject to compliance with various laws, rules and regulations as may be issued and enforced by various Federal, state and local agencies. With respect to

environmental matters, costs are incurred pertaining to regulatory compliance and, upon occasion, remediation. Such costs have not been, and are not anticipated to become, material.

We are contingently liable with respect to lawsuits, taxes and various other matters that routinely arise in the normal course of business. Except as discussed above, we do not have any related party transactions that materially affect our results of operations, cash flow or financial condition.

OFF BALANCE SHEET ARRANGEMENTS, CONTRACTUAL OBLIGATIONS AND COMMITMENTS

We do not have off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "Variable Interest Entities," that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity or capital expenditures.

We have various contractual obligations that are appropriately recorded as liabilities in our consolidated financial statements. Certain other items, such as purchase obligations, are not recognized as liabilities in our consolidated financial statements. Examples of items not recognized as liabilities in our consolidated financial statements are commitments to purchase raw materials or inventory that has not yet been received as of June 30, 2011 and future minimum lease payments for the use of property and equipment under operating lease agreements.

The following table summarizes our contractual obligations as of June 30, 2011 (dollars in thousands):

	Payment Due by Period				
Contractual Obligations	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Operating Lease Obligations (1)	$ 11,211	$ 3,680	$ 5,482	$ 2,049	$ –
Purchase Obligations (2)	91,750	90,451	1,299	–	–
Other Noncurrent Liabilities (as reflected on Consolidated Balance Sheet) (3)	2,227	–	2,227	–	–
Total	$105,188	$ 94,131	$ 9,008	$ 2,049	$ –

(1) Operating leases are primarily entered into for warehouse and office facilities and certain equipment. See Note 10 to the consolidated financial statements for further information.

(2) Purchase obligations represent purchase orders and longer-term purchase arrangements related to the procurement of raw materials, supplies, and property, plant and equipment.

(3) This amount does not include approximately $11.4 million of other noncurrent liabilities recorded on the balance sheet, which consist of the underfunded pension liability, other post employment benefit obligations, tax liabilities, noncurrent workers compensation obligations, deferred compensation and interest on deferred compensation. These items are excluded, as it is not certain when these liabilities will become due. See Notes 5, 7, 8 and 9 to the consolidated financial statements for further information.

IMPACT OF INFLATION

In recent years, we have been exposed to significant fluctuations in certain manufacturing input costs, including materials such as food commodities and paraffin wax. In 2011, we experienced comparatively higher ingredient costs (including for soybean oil, dairy products, sugar, eggs and paraffin wax). We estimate that higher material costs adversely affected our results by approximately 3% of net sales. We also experienced higher distribution costs, which were, in part, influenced by higher diesel costs. For 2010, our overall manufacturing costs reflected favorable improvement over prior years, with the year-over-year contribution derived from lower materials costs approximating 5% of net sales. These lower costs occurred primarily in the first half of 2010, with our cost comparisons becoming progressively less favorable as the year progressed. As noted above, some of this benefit was offset by contractual adjustments existing within certain foodservice pricing arrangements. Entering 2012, we expect higher material and freight costs to persist.

Over the course of 2011 and 2009, we were generally able to adjust various selling prices of food products to offset the effects of increased raw-material costs. However, these adjustments generally lagged the increase in our costs, having a net negative impact on our 2011 operating margins and a net positive impact in 2009. Our 2012 operating results will also be impacted by our ability to offset any higher input costs through pricing adjustments with our customers. We do expect to realize higher pricing in 2012, but we believe that the related income may ultimately be less than the total increase from higher material and freight costs.

We also attempt to minimize the exposure to increased costs through our ongoing efforts to achieve greater manufacturing and distribution efficiencies through the improvement of work processes.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

This MD&A discusses our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these consolidated financial statements requires that we make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate our estimates and judgments, including, but not limited to, those related to accounts receivable, inventories, marketing and distribution costs, asset impairments and self-insurance reserves. We base our estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Historically, the aggregate differences, if any, between our estimates and actual amounts in any year have typically not had a significant impact on our consolidated financial statements. While a summary of our significant accounting policies can be found in Note 1 to the consolidated financial statements, we believe the following critical accounting policies, among others, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Revenue Recognition

We recognize revenue upon transfer of title and risk of loss, provided that evidence of an arrangement exists, pricing is fixed or determinable, and collectability is probable. Net sales are recorded net of estimated sales discounts, returns and certain sales incentives, including coupons and rebates.

Receivables and the Allowance for Doubtful Accounts

We provide an allowance for doubtful accounts based on the aging of accounts receivable balances, historical write-off experience and on-going reviews of our trade receivables. Measurement of potential losses requires credit review of existing customer relationships, consideration of historical loss experience, including the need to adjust for current conditions, and judgments about the probable effects of relevant observable data, including present economic conditions such as delinquency rates and the economic health of customers. In addition to credit concerns, we also evaluate the adequacy of our allowances for customer deductions considering several factors including historical losses and existing customer relationships.

Valuation of Inventory

When necessary, we provide allowances to adjust the carrying value of our inventory to the lower of cost or net realizable value, including any costs to sell or dispose. The determination of whether inventory items are slow moving, obsolete or in excess of needs requires estimates about the future demand for our products. The estimates as to future demand used in the valuation of inventory are subject to the ongoing success of our products and may differ from actual due to such factors as changes in customer and consumer demand. A decrease in product demand due to changing customer tastes, consumer buying patterns or loss of shelf space to competitors could significantly impact our evaluation of our excess and obsolete inventories.

Long-Lived Assets

We monitor the recoverability of the carrying value of our long-lived assets by periodically considering whether indicators of impairment are present. If such indicators are present, we determine if the assets are

recoverable by comparing the sum of the undiscounted future cash flows to the assets' carrying amount. Our cash flows are based on historical results adjusted to reflect our best estimate of future market and operating conditions. If the carrying amounts are greater, then the assets are not recoverable. In that instance, we compare the carrying amounts to the fair value to determine the amount of the impairment to be recorded.

Goodwill and Intangible Assets

Goodwill is not amortized. It is evaluated annually at April 30, through asset impairment testing, as appropriate. Intangible assets with lives restricted by contractual, legal, or other means are amortized over their useful lives. We periodically evaluate the future economic benefit of the recorded goodwill and intangible assets when events or circumstances indicate potential recoverability concerns. Carrying amounts are adjusted appropriately when determined to have been impaired.

Accrued Marketing and Distribution

Various marketing programs are offered to customers to reimburse them for a portion or all of their promotional activities related to our products. Additionally, we often incur various costs associated with shipping products to the customer. We provide accruals for the costs of marketing and distribution based on historical information as may be modified by estimates of actual costs incurred. Actual costs may differ significantly if factors such as the level and success of the customers' programs, changes in customer utilization practices, or other conditions differ from expectations.

Accruals for Self-Insurance

Self-insurance accruals are made for certain claims associated with employee health care, workers' compensation and general liability insurance. These accruals include estimates that may be based on historical loss development factors. Differences in estimates and assumptions could result in an accrual requirement materially different from the calculated accrual.

Accounting for Pension Plans and Other Postretirement Benefit Plans

To determine our ultimate obligation under our defined benefit pension plans and our other postretirement benefit plans, we must estimate the future cost of benefits and attribute that cost to the time period during which each covered employee works. To record the related net assets and obligation of such benefit plans, we use assumptions related to inflation, investment returns, mortality, employee turnover, medical costs and discount rates. To determine the discount rate, we, along with our third-party actuaries, considered several factors, including the June 30, 2011 rates of various bond indices, such as the Moody's Aa long-term bond index, yield curve analysis results from our actuaries based on expected cash flows of our plans, and the past history of discount rates used for the plan valuation. We, along with our third-party actuaries, review all of these assumptions on an ongoing basis to ensure that the most reasonable information available is being considered. Changes in assumptions and future investment returns could potentially have a material impact on pension expense and related funding requirements. We recognize the overfunded or underfunded status of our defined benefit plans as an asset or liability in our Consolidated Balance Sheet. Any changes in that funded status caused by subsequent plan revaluations are recognized through comprehensive income. We may also experience future plan settlements or curtailments having unanticipated effects on operating results.

RECENTLY ISSUED ACCOUNTING STANDARDS

In June 2011, the FASB issued Accounting Standards Update ("ASU") No. 2011-05, *"Comprehensive Income: Presentation of Comprehensive Income"* ("ASU 11-05"). This ASU amends current comprehensive income guidance to eliminate the option to present the components of other comprehensive income as part of the statement of shareholders equity. Instead, it requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. ASU 11-05 will be effective for public companies during the interim and annual periods beginning after December 15, 2011, with early adoption permitted. We do not expect the adoption of this update to have a material impact on our financial position or results of operations.

RECENTLY ADOPTED ACCOUNTING STANDARDS

Effective July 1, 2009, we adopted the provisions of a FASB FSP on the FASB's 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. 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 and diluted weighted average common shares outstanding for all periods presented. This resulted in a $.01 reduction in basic and diluted net income per common share for 2009. See further discussion in Note 1 to the consolidated financial statements.

In 2010, we adopted 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 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 for fair value measurements. See further discussion in Note 7 to the consolidated financial statements.

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 Annual Report on Form 10-K 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 discuss 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, except as required by law.

Items which could impact 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 or other defective or mislabeled product costs;

- 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;
- stability of labor relations;
- dependence on contract copackers and limited or exclusive sources for certain goods;
- effect of governmental regulations, including environmental matters;
- legislation and litigation affecting the future administration of the Continued Dumping and Subsidy Offset Act of 2000;
- access to any required financing;
- changes in income tax laws;
- unknown costs relating to the holding or disposition of idle real estate;
- changes in estimates in critical accounting judgments;
- the outcome of any litigation or arbitration; and
- innumerable other factors.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk*

We have exposure to market risks primarily from changes in interest rates and ingredient prices. We have not had exposure to market risk associated with derivative financial instruments or derivative commodity instruments.

INTEREST RATE RISK

We are subject to interest rate risk primarily associated with our borrowings. Interest rate risk is the risk that changes in interest rates could adversely affect earnings and cash flows. Rates under our credit facility are set at the time of each borrowing and are based on predetermined formulas connected to certain benchmark rates. Increases in these rates could have an adverse impact on our earnings and cash flows. At the end of 2011, we had no borrowings outstanding under our credit facility. The nature and amount of our borrowings may vary as a result of business requirements, acquisitions, market conditions and other factors.

COMMODITY PRICE RISK

We purchase a variety of commodities and other materials, such as soybean oil, flour, wax and packaging materials, which we use to manufacture our products. The market prices for these commodities are subject to fluctuation based upon a number of economic factors and may become volatile at times. While we do not use any derivative commodity instruments to hedge against commodity price risk, we do actively

manage a portion of the risk through a structured purchasing program for certain future requirements. This program gives us more predictable input costs, which may help stabilize our margins during periods of volatility in commodity markets.

Ite ***Financial Statements and Supplementary Data***

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Lancaster Colony Corporation:

We have audited the accompanying consolidated balance sheets of Lancaster Colony Corporation and subsidiaries (the "Company") as of June 30, 2011 and 2010, and the related consolidated statements of income, cash flows, and shareholders' equity for each of the three years in the period ended June 30, 2011. Our audits also included the financial statement schedule listed in the table of contents at Item 15. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as, evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company and subsidiaries as of June 30, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2011, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of June 30, 2011, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 29, 2011 expressed an unqualified opinion on the Company's internal control over financial reporting.

/S/ DELOITTE & TOUCHE LLP
Deloitte & Touche LLP

Columbus, Ohio
August 29, 2011

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

Amounts in thousands, except share data	June [illegible]	2010
ASSETS		
Current Assets:		
Cash and equivalents	[illegible]	$ 100,890
Receivables (less allowance for doubtful accounts, 2011–$570; 2010–$516)	[illegible]	67,766
Inventories:		
Raw materials	[illegible]	36,812
Finished goods and work in process	[illegible]	84,697
Total inventories	[illegible]	121,509
Deferred income taxes and other current assets	[illegible]	27,234
Total current assets	[illegible]	317,399
Property, Plant and Equipment:		
Land, buildings and improvements	[illegible]	129,747
Machinery and equipment	[illegible]	242,024
Total cost	[illegible]	371,771
Less accumulated depreciation	[illegible]	205,674
Property, plant and equipment–net	[illegible]	166,097
Other Assets:		
Goodwill	[illegible]	89,840
Other intangible assets–net	[illegible]	9,514
Other noncurrent assets	[illegible]	3,603
Total	[illegible]	$ 586,453
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	[illegible]	$ 41,904
Accrued liabilities	[illegible]	36,049
Total current liabilities	[illegible]	77,953
Other Noncurrent Liabilities	[illegible]	19,138
Deferred Income Taxes	[illegible]	4,454
Shareholders' Equity:		
Preferred stock–authorized 3,050,000 shares; outstanding–none		
Common stock–authorized 75,000,000 shares; outstanding, 2011–27,385,781 shares; 2010–28,167,549 shares	[illegible]	94,885
Retained earnings	[illegible]	1,080,015
Accumulated other comprehensive loss	[illegible]	(9,797)
Common stock in treasury, at cost	[illegible]	(680,195)
Total shareholders' equity	[illegible]	484,908
Total	[illegible]	$ 586,453

See accompanying notes to consolidated financial statements.

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

	Years Ended June		
Amounts in thousands, except per share data	[illegible]	2010	2009
Net Sales	[illegible]	$1,056,608	$1,051,491
Cost of Sales	[illegible]	786,276	835,999
Gross Margin	[illegible]	270,332	215,492
Selling, General and Administrative Expenses	[illegible]	93,821	84,238
Restructuring and Impairment Charges	[illegible]	2,312	1,606
Operating Income	[illegible]	174,199	129,648
Other Expense Income			
Interest expense	–	–	(1,217)
Other income–Continued Dumping and Subsidy Offset Act	[illegible]	893	8,696
Interest income and other–net	[illegible]	46	(121)
Income Before Income Taxes	[illegible]	175,138	137,006
Taxes Based on Income	[illegible]	60,169	47,920
Net Income	[illegible]	$ 114,969	$ 89 $...

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

Amounts in thousands	Years Ended June 30 2010	2009
Cash Flows From Operating Activities		
Net income	$114,969	$ 89,086
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	20,533	21,870
Deferred income taxes and other noncash changes	3,415	3,767
Restructuring and impairment charges	677	(1,221)
Loss (gain) on sale of property	(40)	(861)
Pension plan activity	(289)	(2,316)
Changes in operating assets and liabilities:		
Receivables	(7,421)	(2,287)
Inventories	(19,166)	17,780
Other current assets	(6,755)	13,868
Accounts payable and accrued liabilities	1,768	(6,522)
Net cash provided by operating activities	107,691	133,164
Cash Flows From Investing Activities		
Payments on property additions	(12,833)	(11,336)
Proceeds from sale of property	69	2,000
Other–net	(1,336)	(1,638)
Net cash used in investing activities	(14,100)	(10,974)
Cash Flows From Financing Activities		
Proceeds from debt	–	25,000
Payments on debt	–	(80,000)
Purchase of treasury stock	(4,398)	(16,894)
Payment of dividends	(33,430)	(31,854)
Proceeds from the exercise of stock awards, including tax benefits	4,643	5,407
(Decrease) increase in cash overdraft balance	2,000	(4,782)
Net cash used in financing activities	(31,185)	(103,123)
Net change in cash and equivalents	62,406	19,067
Cash and equivalents at beginning of year	38,484	19,417
Cash and equivalents at end of year	$100,890	$ 38,484

See accompanying notes to consolidated financial statements.

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

Amounts in thousands, except per share data	Common Stock Outstanding		Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Shareholders Equity
	Shares	Amount				
Balance, June 30, 2008	28,452	$ 82,652	$ 941,244	$ (5,775)	$ (658,903)	$ 359,218
Net income			89,086			89,086
Net pension and postretirement benefit losses, net of $1,897 tax effect				(3,310)		(3,310)
Comprehensive Income						85,776
Cash dividends – common stock ($1.135 per share)			(31,854)			(31,854)
Purchase of treasury stock	(496)				(16,894)	(16,894)
Stock-based plans	146	5,347				5,347
Stock-based compensation expense		963				963
Balance, June 30, 2009	28,102	88,962	998,476	(9,085)	(675,797)	402,556
Net income			114,969			114,969
Net pension and postretirement benefit losses, net of $430 tax effect				(712)		(712)
Comprehensive Income						114,257
Cash dividends – common stock ($1.185 per share)			(33,430)			(33,430)
Purchase of treasury stock	(80)				(4,398)	(4,398)
Stock-based plans	146	4,274				4,274
Stock-based compensation expense		1,649				1,649
Balance, June 30, 2010	28,168	94,885	1,080,015	(9,797)	(680,195)	484,908
Net income			[illegible]			[illegible]
Net pension and postretirement benefit gains, net of tax effect				[illegible]		[illegible]
Comprehensive Income						[illegible]
Cash dividends common stock per share			[illegible]			[illegible]
Purchase of treasury stock					[illegible]	[illegible]
Stock based plans	[illegible]					
Stock based compensation expense		[illegible]				[illegible]
Balance, June	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

See accompanying notes to consolidated financial statements.

Note 1 Summary of Significant Accounting Policies

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Lancaster Colony Corporation and our wholly-owned subsidiaries, collectively referred to as "we," "us," "our," "registrant," or the "Company." Intercompany transactions and accounts have been eliminated in consolidation. 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, 2011 refers to fiscal 2011, which is the period from July 1, 2010 to June 30, 2011.

Subsequent Events

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

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires that we make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates included in these consolidated financial statements include allowance for doubtful accounts receivable, net realizable value of inventories, useful lives for the calculation of depreciation and amortization, impairments of long-lived assets, accruals for marketing and merchandising programs, tax contingency reserves for uncertain tax positions, pension and postretirement assumptions, as well as expenses related to distribution and self-insurance accruals. Actual results could differ from these estimates.

Cash and Equivalents

We consider all highly liquid investments purchased with original maturities of three months or less to be cash equivalents. The carrying amounts of our cash and equivalents approximate fair value due to their short maturities. As a result of our cash management system, checks issued but not presented to the banks for payment may create negative book cash balances. Such negative balances are included in other accrued liabilities. These June 30 balances were as follows:

	2010
Negative book cash balances reclassed to other accrued liabilities.....	$ 2,000

Receivables and the Allowance for Doubtful Accounts

The carrying amounts of our accounts receivable approximate fair value. We provide an allowance for doubtful accounts based on the aging of accounts receivable balances, historical write-off experience and on-going reviews of our trade receivables. Measurement of potential losses requires credit review of existing customer relationships, consideration of historical effects of relevant observable data, including present economic conditions such as delinquency rates, and the economic health of customers.

Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and equivalents and trade accounts receivable. By policy, we limit the amount of credit exposure to any one institution or issuer. Our concentration of credit risk with respect to trade accounts receivable is mitigated by our credit evaluation process and by having a large and diverse customer base. However, see Note 13 with respect to our accounts receivable with Wal-Mart Stores, Inc.

Inventories

Inventories are valued at the lower of cost or market and are costed by various methods that approximate actual cost on a first-in, first-out basis. It is not practicable to segregate work in process from finished goods inventories. We estimate that work in process inventories as a percentage of the combined total of finished goods and work in process inventories at June 30 are as follows:

	2010
Work in process as a percentage of the combined total of finished goods and work in process	3%

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Purchases of property, plant and equipment included in accounts payable and excluded from the property additions and the change in accounts payable in the Consolidated Statement of Cash Flows at June 30 are as follows:

	2010	2009
Construction in progress in accounts payable	$ 90	$ 88

We use the straight-line method of computing depreciation for financial reporting purposes based on the estimated useful lives of the corresponding assets. Estimated useful lives for buildings and improvements range generally from two to 45 years while machinery and equipment range generally from two to 20 years. For tax purposes, we generally compute depreciation using accelerated methods.

The following table sets forth depreciation expense in each of the years ending June 30:

	2010	2009
Depreciation expense	$17,049	$18,141

Held for Sale

As a result of various prior-years restructuring and divestiture activities, we have certain "held for sale" properties with a total net book value of approximately $2.8 million at June 30, 2011. This balance is included in Other Noncurrent 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.

Long-Lived Assets

We monitor the recoverability of the carrying value of our long-lived assets by periodically considering whether indicators of impairment are present. If such indicators are present, we determine if the assets are recoverable by comparing the sum of the undiscounted future cash flows to the assets' carrying amount. Our cash flows are based on historical results adjusted to reflect our best estimate of future market and operating conditions. If the carrying amounts are greater, then the assets are not recoverable. In that instance, we compare the carrying amounts to the fair value to determine the amount of the impairment to be recorded. See Note 12 for discussion of recent asset impairments.

Goodwill and Intangible Assets

As of July 1, 2002, goodwill is no longer being amortized. Intangible assets with lives restricted by contractual, legal, or other means continue to be amortized on a straight-line basis over their useful lives to general and administrative expense. As of April 30, 2011 and 2010, as appropriate, we completed our goodwill impairment testing, and have determined that our estimated fair value was substantially in excess of the related carrying value. We periodically evaluate the future economic benefit of the recorded goodwill and intangible assets when events or circumstances indicate potential recoverability concerns. Carrying amounts

are adjusted appropriately when determined to have been impaired. See further discussion regarding year-end balances and disclosure in Note 2.

Accrued Marketing and Distribution

Various marketing programs are offered to customers to reimburse them for a portion or all of their promotional activities related to our products. Additionally, we often incur various costs associated with shipping products to the customer. We provide accruals for the costs of marketing and distribution based on historical information as may be modified by estimates of actual costs incurred. Actual costs may differ significantly if factors such as the level and success of the customers' programs, changes in customer utilization practices, or other conditions differ from expectations.

Accruals for Self-Insurance

Self-insurance accruals are made for certain claims associated with employee health care, workers' compensation and general liability insurance. These accruals include estimates that are primarily based on historical loss development factors. Differences in estimates and assumptions could result in an accrual requirement materially different from the calculated accrual.

Shareholders' Equity

We are authorized to issue 3,050,000 shares of preferred stock consisting of 750,000 shares of Class A Participating Preferred Stock with $1.00 par value, 1,150,000 shares of Class B Voting Preferred Stock without par value and 1,150,000 shares of Class C Nonvoting Preferred Stock without par value. Our Board approved a share repurchase authorization of 2,000,000 shares in November 2010. Approximately 1,618,000 shares remained authorized for future purchase at June 30, 2011.

Revenue Recognition

We recognize revenue upon transfer of title and risk of loss, provided that evidence of an arrangement exists, pricing is fixed or determinable, and collectability is probable. Net sales are recorded net of estimated sales discounts, returns and certain sales incentives, including coupons and rebates.

Advertising Expense

We expense advertising as it is incurred. The following table summarizes advertising expense as a percentage of net sales in each of the years ending June 30:

	2010	2009
Advertising expense as a percentage of sales	2%	1%

Shipping and Handling

Shipping and handling fees billed to customers are recorded as sales, while our shipping and handling costs are included in cost of sales.

Stock-Based Employee Compensation Plans

We account for our stock-based employee compensation plans in accordance with GAAP for stock-based compensation, which requires the measurement and recognition of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The cost of the employee services is recognized as compensation expense over the period that an employee provides service in exchange for the award, which is typically the vesting period. See further discussion and disclosure in Note 6.

Other Income

During 2011, we received approximately $14.4 million from the U.S. government under the Continued Dumping and Subsidy Offset Act of 2000 ("CDSOA") compared to $0.9 million received in 2010 and $8.7 million received in 2009. We recognize CDSOA-related income upon receiving notice from the U.S. Department of Homeland Security regarding its intent to remit a specific amount to us. These amounts are recorded as other income in the accompanying consolidated financial statements. See further discussion in Note 11.

Income Taxes

Our income tax expense, deferred tax assets and liabilities and reserves for unrecognized tax benefits reflect management's best assessment of estimated future taxes to be paid. We are subject to income taxes in numerous domestic jurisdictions.

Our annual tax rate is determined based on our income, statutory tax rates and the tax impacts of items treated differently for tax purposes than for financial reporting purposes. Tax law requires certain items be included in the tax return at different times than the items are reflected in the financial statements. Some of these differences are permanent, such as expenses that are not deductible in our tax return, and some differences are temporary, reversing over time, such as depreciation expense. These temporary differences create deferred tax assets and liabilities. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Realization of certain deferred tax assets is dependent upon generating sufficient taxable income in the appropriate jurisdiction prior to the expiration of the carryforward periods. Although realization is not assured, management believes it is more likely than not that our deferred tax assets will be realized and thus we have not recorded any valuation allowance for the years ended June 30, 2011 or 2010.

In accordance with accounting literature related to uncertainty in income taxes, tax benefits from uncertain tax positions that are recognized in the financial statements are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement.

Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future. Management is not aware of any such changes that would have a material effect on our results of operations, cash flow or financial position. See further discussions in Note 5.

Earnings Per Share

Earnings per share ("EPS") is computed based on the weighted average number of shares of common stock and common stock equivalents (stock options, restricted stock and stock-settled stock appreciation rights) outstanding during each period. 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 EPS under the two-class method. 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 and diluted weighted average common shares outstanding for all periods presented. This resulted in a $.01 reduction in basic and diluted net income per common share for 2009.

Basic EPS excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing income available to common shareholders by the diluted weighted average number of common shares outstanding during the period, which includes the dilutive potential common shares associated with outstanding stock options, restricted stock and stock-settled stock appreciation rights.

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

	2010	2009
Net income	$114,969	$89,086
Net income available to participating securities	(198)	(87)
Net income available to common shareholders	$114,771	$88,999
Weighted average common shares outstanding:		
Basic	28,144	28,033
Incremental share effect from:		
Stock options	3	3
Restricted stock	6	6
Stock-settled stock appreciation rights	21	2
Diluted	28,174	28,044
Net income per common share:		
Basic	$ 4.08	$ 3.17
Diluted	$ 4.07	$ 3.17

Comprehensive Income and Accumulated Other Comprehensive Loss

Comprehensive income includes changes in equity that result from transactions and economic events from non-owner sources. Comprehensive income is composed of two subsets – net income and other comprehensive income (loss). Included in other comprehensive income (loss) are pension and postretirement benefits adjustments.

Recently Issued Accounting Standards

In June 2011, the FASB issued Accounting Standards Update ("ASU") No. 2011-05, *"Comprehensive Income: Presentation of Comprehensive Income"* ("ASU 11-05"). This ASU amends current comprehensive income guidance to eliminate the option to present the components of other comprehensive income as part of the statement of shareholders equity. Instead, it requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. ASU 11-05 will be effective for public companies during the interim and annual periods beginning after December 15, 2011, with early adoption permitted. We do not expect the adoption of this update to have a material impact on our financial position or results of operations.

Note [illegible] Goodwill and Other Intangible Assets

Goodwill attributable to the Specialty Foods segment was approximately $89.8 million at June 30, 2011 and 2010.

The following table summarizes our identifiable other intangible assets, all included in the Specialty Foods segment, at June 30:

	2010
Trademarks (40-year life)	
Gross carrying value	$ 370
Accumulated amortization	(177)
Net Carrying Value	$ 193
Customer Relationships (12 to 15-year life)	
Gross carrying value	$13,020
Accumulated amortization	(4,054)
Net Carrying Value	$ 8,966
Non-compete Agreements (5 to 8-year life)	
Gross carrying value	$ 1,540
Accumulated amortization	(1,185)
Net Carrying Value	$ 355
Total Net Carrying Value	$ 9,514

Amortization expense relating to these assets in each of the years ending June 30 was as follows:

	2010	2009
Amortization expense	$ 1,164	$ 1,164

Total annual amortization expense for each of the next five years is estimated to be as follows:

2012	$ 1,083
2013	$ 946
2014	$ 946
2015	$ 946
2016	$ 775

Note [illegible] Accrued Liabilities

Accrued liabilities at June 30 are composed of:

	2010
Accrued compensation and employee benefits	$24,671
Accrued marketing and distribution	6,471
Income and other taxes	1,269
Book cash overdrafts	2,000
Other	1,638
Total accrued liabilities	$36,049

Note [illegible] Long Term Debt

At June 30, 2011 and 2010, 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 in October 2012, and all outstanding amounts are then due and payable. At June 30, 2011 and 2010, we had no borrowings outstanding under this facility. Loans may be used for general corporate purposes. At June 30,

2011, we had approximately $6.6 million of standby letters of credit outstanding, which reduced the amount available for borrowing on the unsecured revolving credit facility.

Based on the long-term nature of this facility, when we have outstanding borrowings under this facility, we classify the outstanding balance as long-term debt. We paid no interest in 2011 and 2010.

The facility contains certain restrictive covenants, including limitations on indebtedness, asset sales and acquisitions. There are 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). At June 30, 2011 and 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 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 June 30, 2011, we were not aware of any event that would constitute a default under the facility.

Note 7 Income Taxes

We and our domestic subsidiaries file a consolidated Federal income tax return. Taxes based on income for the years ended June 30 have been provided as follows:

	2010	2009
Currently payable:		
Federal	$55,422	$40,019
State and local	3,933	3,858
Total current provision	59,355	43,877
Deferred Federal, state and local provision	814	4,043
Total taxes based on income	$60,169	$47,920

Certain tax benefits recorded directly to common stock for each of the years ending June 30 were as follows:

	2010	2009
Tax benefits recorded directly to common stock	$ 674	$ 213

For the years ended June 30, our effective tax rate varied from the statutory Federal income tax rate as a result of the following factors:

	2010	2009
Statutory rate	35.0 %	35.0 %
State and local income taxes	1.5 %	2.1 %
ESOP dividend deduction	(0.1)%	(0.2)%
Domestic manufacturing deduction	(1.9)%	(1.8)%
Other	(0.1)%	(0.1)%
Effective rate	34.4 %	35.0 %

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at June 30 are comprised of:

	2010
Deferred tax assets:	
Inventories	$ 3,499
Employee medical and other benefits	10,892
Receivable and other allowances	4,625
Other accrued liabilities	3,591
Total deferred tax assets	22,607
Total deferred tax liabilities–property and other	(12,380)
Net deferred tax asset	$10,227

Net current deferred tax assets and prepaid Federal, state and local income taxes were included in Deferred Income Taxes and Other Current Assets on the Consolidated Balance Sheet. The related balances at June 30 are as follows:

	2010
Net current deferred tax assets	$ 14,681
Prepaid Federal, state and local income taxes	$ 7,863

Cash payments for income taxes for each of the years ending June 30 were as follows:

	2010	2009
Cash payments for income taxes	$66,236	$30,415

The gross tax contingency reserve at June 30, 2011 was approximately $1.8 million. The unrecognized tax benefits recorded as the gross tax contingency reserve noted in the following table for June 30, 2011 and 2010 would affect our effective tax rate, if recognized.

The following table sets forth changes in our total gross tax contingency reserve (including interest and penalties):

	2010
Balance, beginning of year	$2,932
Tax positions related to current year:	
Additions	15
Reductions	–
Tax positions related to prior years:	
Additions	640
Reductions	(32)
Decreases due to settlements with taxing authorities	(1,634)
Balance, end of year	$1,921

We have classified approximately $0.1 million of the gross tax contingency reserve at June 30, 2011 as current liabilities as these amounts are expected to be resolved within the next 12 months. The remaining liability of approximately $1.7 million is included in long-term liabilities. 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.

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 2010 by approximately 0.4%.

LANCASTER COLONY CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table summarizes information about the SSSARs outstanding by grant year at June 30, 2011:

	Outstanding				Exercisable	
			Weighted Average			
Grant Years	Exercise Price	Number Outstanding	Remaining Contractual Life in Years	Exercise Price	Number Exercisable	Weighted Average Exercise Price
2011	$57.78	94	4.65	$57.78	–	–
2010	$58.79	155	3.66	$58.79	50	$58.79
2009	$39.86	43	2.66	$39.86	18	$39.86
2008	$38.31	32	1.67	$38.31	32	$38.31

At June 30, 2011, there was approximately $2.0 million of unrecognized compensation cost related to SSSARs that we will recognize over a weighted-average period of approximately 2.01 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 2011, 2010 and 2009, we granted shares of restricted stock to various employees under the terms of the 2005 Plan. The following table summarizes information relating to each of these grants:

	2010	2009
Restricted stock granted	25	6
Grant date fair value.....	$ 1,470	$ 231
Closing stock price on grant date	$ 58.79	$ 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 receive dividends on unforfeited restricted stock regardless of their vesting status. An additional 21,500 shares of restricted stock that were granted to various key employees in February 2008 vested in 2011.

In November 2010, we granted a total of 8,155 shares of restricted stock to our seven nonemployee directors under the terms of the 2005 Plan. The restricted stock had a grant date fair value of approximately $0.4 million based on a per share closing stock price of $51.52. 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 8,435, 14,000 and 3,000 shares of restricted stock that were granted to our nonemployee directors in November 2009, 2008 and 2007, respectively, vested during the second quarter of 2011, 2010 and 2009, respectively, and the directors were paid the related dividends that had been held in escrow.

We recognize compensation expense over the requisite service period. Compensation cost was reflected in Cost of Sales or Selling, General and Administrative Expenses based on the grantees' salaries expense classification and was allocated to each segment appropriately. We recorded tax benefits and gross windfall tax benefits related to restricted stock. These windfall tax benefits were included in the financing section of the Consolidated Statements of Cash Flows. The following table summarizes restricted stock compensation expense and tax benefits recorded for each of the years ending June 30:

	2010	2009
Compensation expense.....	$ 948	$ 612
Tax benefits	$ 332	$ 214
Gross windfall tax benefits	$ 43	$ –

The total fair values of restricted stock vested for each of the years ended June 30 are as follows:

	2010	2009
Fair value of vested shares	$ 423	$ 114

The following table summarizes the activity related to restricted stock granted under the 2005 Plan for the year ended June 30, 2011:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested restricted stock at beginning of period	[illegible]	[illegible]
Granted	[illegible]	[illegible]
Vested	[illegible]	[illegible]
Forfeited	[illegible]	[illegible]
Unvested restricted stock at end of period	[illegible]	[illegible]

At June 30, 2011, there was approximately $1.3 million of unrecognized compensation expense related to restricted stock that we will recognize over a weighted-average period of approximately 1.72 years.

Note . Pension Benefits

Defined Benefit Pension Plans

We and certain of our operating subsidiaries have sponsored multiple defined benefit pension plans covering union workers at certain locations. As a result of restructuring activities in recent years, at June 30, 2011 there were no active employees continuing to accrue service cost or otherwise eligible to receive plan benefits. Benefits being paid under the plans are primarily based on negotiated rates and years of service. We contribute to these plans at least the minimum amount required by regulation or contract.

At the end of the year, we discount our plan liabilities using an assumed discount rate. In estimating this rate, we, along with our third-party actuaries, review bond indices, consider yield curve analysis results and the past history of discount rates.

The actuarial present value of benefit obligations summarized below was based on the following assumption:

Weighted average assumption as of June	[illegible]	2010
Discount rate	[illegible]	5.21%

The net periodic benefit costs were determined utilizing the following beginning-of-the-year assumptions:

		2010	2009
Discount rate	[illegible]	6.34%	6.65%
Expected long-term return on plan assets	[illegible]	8.00%	8.00%

In determining the long-term expected return on plan assets, we consider our related investment guidelines, our expectations of long-term rates of return by asset category, our target asset allocation weighting and historical rates of return and volatility for equity and fixed income investments. The investment strategy for plan assets is to control and manage investment risk through diversification among asset classes, investment managers/funds and investment styles. The plans' investment guidelines have been designed to meet the intended objective that plan assets earn at least nominal returns equal to or in excess of the plans' liability growth rate. In consideration of the current average age of the plans' participants, the investment guidelines are based upon an investment horizon of at least 10 years.

The target and actual asset allocations for our plans at June 30 by asset category are as follows:

	Target Percentage of Plan Assets at June [illegible]	Actual Percentage of Plan Assets [illegible]	2010
Cash and equivalents	[illegible]	[illegible]	2%
Equity securities	[illegible]	[illegible]	54%
Fixed income	[illegible]	[illegible]	44%
Total			100%

Our target asset allocations are maintained through ongoing review and periodic rebalancing of equity and fixed income investments with assistance from an independent outside investment consultant. Also, the plan assets are diversified among asset classes, asset managers or funds and investment styles to avoid concentrations of risk. We expect that a modest allocation to cash will exist within the plans, because each investment manager is likely to hold limited cash in a portfolio.

There were no plan asset investments in shares of our common stock at June 30, 2011 and 2010.

In 2010, we adopted 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 our disclosures about the plan assets of our defined benefit pension plans. FSP FAS 132(R)-1 requires us to categorize our plan assets within a three-level fair value hierarchy as follows:

Level 1 – Quoted market prices in active markets for identical assets.
Level 2 – Observable market based inputs or unobservable inputs that are corroborated by market data.
Level 3 – Unobservable inputs that are not corroborated by market data.

The following table summarizes the fair values and levels, within the fair value hierarchy, for our plan assets at June 30, 2011 and 2010:

	June [illegible]			
Asset Category	**Level [illegible]**	**Level [illegible]**	**Level [illegible]**	**Total**
Cash and equivalents	[illegible]			[illegible]
Money market funds	[illegible]			[illegible]
U.S. government obligations		[illegible]		[illegible]
Corporate obligations		[illegible]		[illegible]
Mortgage obligations		[illegible]		[illegible]
Mutual funds fixed income	[illegible]			[illegible]
Mutual funds equity	[illegible]			[illegible]
Total	[illegible]	[illegible]		[illegible]

	June 30, 2010			
Asset Category	Level 1	Level 2	Level 3	Total
Cash and equivalents	$ 523	$ –	$ –	$ 523
Money market funds	174	–	–	174
U.S. government obligations	–	3,836	–	3,836
Corporate obligations	–	1,812	–	1,812
Mortgage obligations	–	2,262	–	2,262
Mutual funds fixed income	5,048	–	–	5,048
Mutual funds equity	16,388	–	–	16,388
Total	$22,133	$ 7,910	$ –	$ 30,043

The plan assets classified at Level 1 include money market funds, common stock and mutual funds. Quoted market prices in active markets for identical assets are available for investments in this category.

The plan assets classified at Level 2 include fixed income securities consisting of U.S. Government securities, corporate obligations and mortgage obligations. In valuing Level 2 assets, we apply a market or income approach utilizing a number of observable standard inputs. These inputs may be prioritized differently on any given day for any security based on market conditions, and not all inputs listed are available for use in the evaluation process for each security on any given day.

Relevant information with respect to our pension benefits as of June 30 can be summarized as follows:

	2010
Change in enefit o ligation	
Benefit obligation at beginning of year	$ 34,484
Service cost	45
Interest cost	2,118
Actuarial (gain) loss	4,192
Benefits paid	(2,375)
Benefit obligation at end of year	$ 38,464
Change in plan assets	
Fair value of plan assets at beginning of year	$ 27,738
Actual return on plan assets	3,878
Employer contributions	802
Benefits paid	(2,375)
Fair value of plan assets at end of year	$ 30,043
Reconciliation of funded status	
Net accrued benefit cost	$ (8,421)
A ounts recognized in the consolidated alance sheets consist of	
Prepaid benefit cost (noncurrent assets)	$ –
Accrued benefit liability (noncurrent liabilities)	(8,421)
Net amount recognized	$ (8,421)
Accu ulated enefit o ligation	$ 38,464

The following table discloses, in the aggregate, those plans with benefit obligations in excess of the fair value of plan assets at the June 30 measurement date:

	2010
Benefit obligations	$ 38,464
Fair value of plan assets at end of year	$ 30,043

Amounts recognized in accumulated other comprehensive loss at June 30 are as follows:

	2010
Net actuarial loss	$16,747
Net transition asset	(3)
Income taxes	(6,296)
Total	$10,448

Amounts in accumulated other comprehensive loss expected to be recognized as components of net periodic benefit cost during the next fiscal year are as follows:

	2012
Net actuarial loss	$ 355
Net transition asset	(1)
Total	$ 354

The following table summarizes the components of net periodic benefit cost at June 30:

	2010	2009
Components of net periodic benefit cost		
Service cost	$ 45	$ 117
Interest cost	2,118	2,170
Expected return on plan assets	(2,150)	(2,263)
Curtailment charges	349	331
Amortization of unrecognized net loss	496	327
Amortization of prior service cost	5	75
Amortization of unrecognized net (asset) obligation existing at transition	(1)	2
Net periodic benefit cost	$ 862	$ 759

In 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. This charge was included in our Specialty Foods segment.

In 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. This charge was included in our corporate expenses within continuing operations because the costs related to the retained liabilities of sold operations.

We have not yet finalized our anticipated funding level for 2012, but, based on initial estimates, we anticipate funding approximately $1.0 million.

Benefit payments estimated for future years are as follows:

2012	$ 2,193
2013	$ 2,196
2014	$ 2,180
2015	$ 2,166
2016	$ 2,199
2017 – 2021	$ 12,337

Note Postretirement Benefits

Postretirement Medical and Life Insurance Benefit Plans

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. At the end of the year, we discount our plan liabilities using an assumed discount rate. In estimating this rate, we, along with our third-party actuaries, review bond indices, consider yield curve analysis results and the past history of discount rates.

The actuarial present value of benefit obligations summarized below was based on the following assumption:

	2010
Weighted average assumption as of June	
Discount rate	5.21%

The net periodic benefit costs were determined utilizing the following beginning-of-the-year assumptions:

	2010	2009
Discount rate	6.34%	6.65%
Health care cost trend rate	10.00%	10.00%

Relevant information with respect to our postretirement medical and life insurance benefits as of June 30, can be summarized as follows:

	2010
Change in benefit obligation	
Benefit obligation at beginning of year	$ 3,153
Service cost	17
Interest cost	193
Actuarial loss (gain)	(491)
Benefits paid	(165)
Benefit obligation at end of year	$ 2,707
Change in plan assets	
Employer contributions	$ 165
Benefits paid	(165)
Fair value of plan assets at end of year	$ –
Reconciliation of funded status	
Accrued benefit cost	$ (2,707)
Amounts recognized in the consolidated balance sheets consist of	
Current accrued benefit liability	$ (169)
Noncurrent accrued benefit liability	$ (2,538)
Accumulated benefit obligation	$ (2,707)

Amounts recognized in accumulated other comprehensive loss at June 30 are as follows:

	2010
Net actuarial gain	$ (1,011)
Prior service benefit	(33)
Income taxes	393
Total	$ (651)

Amounts in accumulated other comprehensive loss expected to be recognized as components of net periodic benefit cost during the next fiscal year are as follows:

	2012
Prior service asset amortization	$ (5)
Unrecognized gain amortization	(31)
Total	$ (36)

The following table summarizes the components of net periodic benefit cost at June 30:

Components of net periodic benefit cost	2010	2009
Service cost	$ 17	$ 17
Interest cost	193	198
Amortization of unrecognized net gain	(14)	(17)
Amortization of prior service asset	(5)	(5)
Net periodic benefit cost	$ 191	$ 193

We expect to contribute approximately $0.2 million to our postretirement benefit plans in 2012.

Benefit payments estimated for future years are as follows:

2012	$ 203
2013	$ 207
2014	$ 205
2015	$ 205
2016	$ 212
2017 – 2021	$1,018

For other postretirement benefit measurement purposes, annual increases in medical costs for 2011 are assumed to total approximately 10% per year and gradually decline to 5% by approximately the year 2016 and remain level thereafter. Annual increases in medical costs for 2010 were assumed to total approximately 10% per year and gradually decline to 5% by approximately the year 2015 and remain level thereafter.

Assumed health care cost rates can have a significant effect on the amounts reported for the health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effect:

	Percentage Point Increase	**Percentage Point Decrease**
Effect on total of service and interest cost components	$ 9	$ (8)
Effect on postretirement benefit obligation as of June 30, 2011	$ 171	$ (149)

Note 9 Defined Contribution and Other Employee Plans

We sponsored four defined contribution plans established pursuant to Section 401(k) of the Internal Revenue Code during 2011. Contributions are determined under various formulas, and we contributed to three of the plans in 2011. Costs related to such plans for each of the years ending June 30 were as follows:

	2010	2009
Costs related to defined contribution plans	$ 782	$ 753

Certain of our subsidiaries also participate in multiemployer plans that provide pension and

frozen yeast rolls are sold to both retail and foodservice markets. The remaining products of this business segment are primarily directed to retail markets.

Glassware and Candles–includes the production and marketing of candles in a variety of popular sizes, shapes and scents and other home fragrance products, as well as the distribution of various commercial products, including glassware and candles. This segment's products are sold primarily to retail markets such as mass merchandisers and food and drug stores, but also, to a lesser extent, to commercial markets.

The following table sets forth reportable segment information with respect to the amount of net sales contributed by each class of similar products of our consolidated net sales in each of the years ending June 30:

	2010	2009
Specialty Foods		
Non-frozen	$ 547,704	$ 569,053
Frozen	345,552	340,844
Total Specialty Foods	$ 893,256	$ 909,897
Glassware and Candles		
Consumer table and giftware	$ 158,327	$ 134,991
Nonconsumer ware and other	5,025	6,603
Total Glassware and Candles	$ 163,352	$ 141,594
Total	$1,056,608	$1,051,491

Corporate Expenses–include various expenses of a general corporate nature, as well as costs related to certain divested or closed nonfood operations, including the expense associated with retirement plans applicable to those closed units and any real property held for sale. These corporate expenses are generally not directly attributable to the reportable operating segments and therefore have not been allocated to those segments.

The following sets forth certain additional financial information attributable to our reportable segments for the years ended June 30 and certain items retained at the corporate level:

	2010	2009
Net Sales		
Specialty Foods	$ 893,256	$ 909,897
Glassware and Candles	163,352	141,594
Total	$1,056,608	$1,051,491
Operating Income Loss		
Specialty Foods	$ 176,194	$ 145,848
Glassware and Candles	9,445	(5,671)
Corporate Expenses	(11,440)	(10,529)
Total	$ 174,199	$ 129,648
Identifiable Assets		
Specialty Foods	$ 362,844	$ 349,401
Glassware and Candles	105,537	93,813
Corporate	118,072	55,267
Total	$ 586,453	$ 498,481
Capital Expenditures		
Specialty Foods	$ 11,321	$ 10,680
Glassware and Candles	1,340	492
Corporate	172	164
Total	$ 12,833	$ 11,336
Depreciation and Amortization		
Specialty Foods	$ 15,832	$ 15,409
Glassware and Candles	4,601	6,303
Corporate	100	158
Total	$ 20,533	$ 21,870

(1) Net sales and long-lived assets are predominantly domestic.

(2) Operating income represents net sales less operating expenses related to the business segments. All intercompany transactions have been eliminated, and intersegment revenues are not significant.

(3) Identifiable assets for each segment include those assets used in its operations and intangible assets allocated to purchased businesses. Corporate assets consist principally of cash and equivalents, deferred income taxes and certain real property that is held for sale.

Combined net sales from the two segments attributable to Wal-Mart Stores, Inc. ("Wal-Mart") for each of the years ending June 30 were as follows:

	2010	2009
Net sales to Wal-Mart	$ 246,759	$ 205,882
As a percentage of consolidated net sales	23%	20%

Combined accounts receivable for the two segments attributable to Wal-Mart at June 30 as a percentage of consolidated accounts receivable were as follows:

	2010
Accounts receivable due from Wal-Mart as a percentage of consolidated accounts receivable	41%

Note Selected Quarterly Financial Data Unaudited

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Fiscal Year
Net Sales	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Gross Margin	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Net Income	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Diluted Net Income per Share	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

	First Quarter(4)	Second Quarter(5)	Third Quarter	Fourth Quarter	Fiscal Year(3)
2010					
Net Sales	$254,160	$304,115	$250,328	$248,005	$ 1,056,608
Gross Margin	$ 63,707	$ 84,777	$ 61,923	$ 59,925	$ 270,332
Net Income	$ 28,405	$ 39,527	$ 24,222	$ 22,815	$ 114,969
Diluted Net Income per Share	$ 1.01	$ 1.40	$ .86	$ .81	$ 4.07

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(1) Included in the second quarter earnings is income of approximately $0.6 million, net of taxes, or approximately $.02 per share, related to funds received under CDSOA.

(2) Included in the fourth quarter earnings is income of approximately $8.9 million, net of taxes, or approximately $.33 per share, related to additional funds received under CDSOA.

(3) Diluted earnings per share are calculated independently for each of the quarters presented. Accordingly, the sum of the quarterly earnings per share amounts may not agree with the fiscal year.

(4) Included in the first quarter earnings is expense of approximately $0.6 million, net of taxes, or approximately $.02 per share, related to the closing of our dressings and sauces manufacturing operation located in Wilson, New York.

(5) Included in the second quarter earnings are (A) expense of approximately $0.8 million, net of taxes, or approximately $.03 per share, related to the closing of our dressings and sauces manufacturing operation located in Wilson, New York and (B) income of approximately $0.6 million, net of taxes, or approximately $.02 per share, related to funds received under CDSOA.

Item 9 ***Changes in and Disagreements With Accountants on Accounting and Financial Disclosure***

None.

Item 9A ***Controls and Procedures***

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well-designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management must apply its judgment in evaluating the cost–benefit relationship of possible controls and procedures.

As required by Securities and Exchange Commission Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of June 30, 2011.

REPORT OF MANAGEMENT

Internal control over financial reporting refers to the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

1. Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of management and our directors; and
3. Provide reasonable assurance regarding prevention or timely detection of an unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Management has used the framework set forth in the report entitled *Internal Control – Integrated Framework* published by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission to evaluate the effectiveness of our internal control over financial reporting. Management has concluded that our internal control over financial reporting was effective as of the end of the most recent year. Deloitte & Touche LLP has issued a report on the effectiveness of our internal control over financial reporting. This report is set forth on the following page.

There has been no change in our internal control over financial reporting during our most recent quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Lancaster Colony Corporation:

We have audited the internal control over financial reporting of Lancaster Colony Corporation and subsidiaries (the "Company") as of June 30, 2011, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2011, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended June 30, 2011 of the Company and our report dated August 29, 2011, expressed an unqualified opinion on those consolidated financial statements and financial statement schedule.

/S/ DELOITTE & TOUCHE LLP
Deloitte & Touche LLP

Columbus, Ohio
August 29, 2011

Item 9B ***Other Information***

None.

PART III

Item 10 ***Directors, Executive Officers and Corporate Governance***

The information regarding our directors and executive officers, including the identification of the Audit Committee and the Audit Committee financial expert, is incorporated by reference to the information contained in our definitive proxy statement for our November 2011 Annual Meeting of Shareholders ("2011 Proxy Statement").

The information regarding Section 16(a) beneficial ownership reporting compliance is incorporated by reference to the material under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" in our 2011 Proxy Statement.

The information regarding changes, if any, in procedures by which shareholders may recommend nominees to our Board of Directors is incorporated by reference to the information contained in our 2011 Proxy Statement.

The information regarding our Code of Business Ethics is incorporated by reference to the information contained in our 2011 Proxy Statement.

Item 11 ***Executive Compensation***

The information regarding executive officer and director compensation is incorporated by reference to the information contained in our 2011 Proxy Statement.

The information regarding Compensation Committee interlocks and insider participation and the Compensation Committee Report is incorporated by reference to the information contained in our 2011 Proxy Statement.

Item 12 ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information regarding security ownership of certain beneficial owners and management and securities authorized for issuance under our equity compensation plans is incorporated by reference to the information contained in our 2011 Proxy Statement.

Item 13 ***Certain Relationships and Related Transactions, and Director Independence***

The information regarding certain relationships and related transactions and director independence is incorporated by reference to the information contained in our 2011 Proxy Statement.

Item 14 ***Principal Accounting Fees and Services***

Information regarding fees paid to and services provided by our independent registered public accounting firm during the fiscal years ended June 30, 2011 and 2010 and the pre-approval policies and procedures of the Audit Committee is incorporated by reference to the information contained in our 2011 Proxy Statement.

PART I

Ite ***Exhibits, Financial Statement Schedules***

(a) (1) *Financial Statements.* The following consolidated financial statements as of June 30, 2011 and 2010 and for each of the three years in the period ended June 30, 2011, together with the report thereon of Deloitte & Touche LLP dated August 29, 2011, are included in Item 8 of this report:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of June 30, 2011 and 2010

Consolidated Statements of Income for the years ended June 30, 2011, 2010 and 2009

Consolidated Statements of Cash Flows for the years ended June 30, 2011, 2010 and 2009

Consolidated Statements of Shareholders' Equity for the years ended June 30, 2011, 2010 and 2009

Notes to Consolidated Financial Statements

(a) (2) *Financial Statement Schedules.* Included in Part IV of this report is the following additional financial data that should be read in conjunction with the consolidated financial statements included in Item 8 of this report:

Schedule II - Valuation and Qualifying Accounts.

Supplemental schedules not included with the additional financial data have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

(a) (3) *Exhibits Required by Item 601 of Regulation S-K and Item 15(b*). See Index to Exhibits following "Schedule II – Valuation and Qualifying Accounts."

SIGNATURES

Pursuant to the requirements of Section 13 and 15(d) 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)

By: /s/JOHN B. GERLACH, JR.
John B. Gerlach, Jr.
Chairman, Chief Executive Officer, President and Director

Date: August 29, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/JOHN B. GERLACH, JR. John B. Gerlach, Jr.	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)	August 29, 2011
/s/JOHN L. BOYLAN John L. Boylan	Treasurer, Vice President, Assistant Secretary, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	August 29, 2011
/s/JAMES B. BACHMANN James B. Bachmann	Director	August 15, 2011
/s/NEELI BENDAPUDI Neeli Bendapudi	Director	August 17, 2011
/s/KENNETH L. COOKE Kenneth L. Cooke	Director	August 15, 2011
/s/ROBERT L. FOX Robert L. Fox	Director	August 16, 2011
/s/ALAN F. HARRIS Alan F. Harris	Director	August 17, 2011
/s/EDWARD H. JENNINGS Edward H. Jennings	Director	August 15, 2011
/s/ZUHEIR SOFIA Zuheir Sofia	Director	August 17, 2011

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

SCHEDULE II ALUATION AND QUALIFYING ACCOUNTS

For each of the three years in the period ended June

Colu n A Description	Colu n B Balance at Beginning of Year	Colu n C Additions Charged to Costs and E penses B	Colu n D Deductions A B	Colu n E Balance at End of Year
Reserves deducted from asset to which they apply – Allowance for doubtful accounts (amounts in thousands):				
Year ended June 30, 2009	$ 1,069	$ (218)	$ (91)	$ 942
Year ended June 30, 2010	$ 942	$ (51)	$ 375	$ 516
Year ended June 30, 2011	$ 516	$ 65	$ 11	$ 570

Notes

(A) Represents uncollectible accounts written-off net of recoveries.

(B) For 2009, includes recovery of previously written-off bad debt of approximately $0.7 million related to a customer within the Glassware and Candles segment.

LANCASTER COLONY CORPORATION AND SUBSIDIARIES
FORM
JUNE
INDEX TO EXHIBITS

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation of Lancaster Colony Corporation (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2009).
3.2	Amended and Restated Regulations of Lancaster Colony Corporation (incorporated by reference to Exhibit 3.2 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2009).
4.1	Specimen Certificate of Common Stock (incorporated by reference to Exhibit 4.1 to the Annual Report on Form 10-K (000-04065), filed August 25, 2010).
4.2	Credit Agreement, dated as of October 5, 2007, by and among Lancaster Colony Corporation, the Lenders (as defined therein) and JPMorgan Chase Bank, NA (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (000-04065), filed October 11, 2007).
10.1[(a)]	Lancaster Colony Corporation Executive Employee Deferred Compensation Plan (incorporated by reference to Exhibit 10.9 to the Annual Report on Form 10-K (000-04065), filed September 26, 2000).
10.2[(a)]	2004 Amendment to Lancaster Colony Corporation Executive Employee Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (000-04065), filed January 3, 2005).
10.3[(a)]	Lancaster Colony Corporation 2005 Executive Employee Deferred Compensation Plan (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K (000-04065), filed February 25, 2005).
10.4[(a)]	Lancaster Colony Corporation Amended and Restated 2005 Stock Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (000-04065), filed November 19, 2010).
10.5[(a)]	Form of Restricted Stock Award Agreement for Directors under the Lancaster Colony Corporation 2005 Stock Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2011).
10.6[(a)]	Form of Stock Appreciation Rights Award Agreement for employees and consultants under the Lancaster Colony Corporation 2005 Stock Plan (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q (000-04065), filed May 10, 2011).
10.7[(a)]	Form of Restricted Stock Award Agreement for employees and consultants under the Lancaster Colony Corporation 2005 Stock Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (000-04065), filed May 10, 2011).
10.8[(a)]	Amended and Restated Key Employee Severance Agreement, dated December 3, 2008, between Lancaster Colony Corporation and John L. Boylan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2009).
10.9[(a)]	Amended and Restated Key Employee Severance Agreement, dated December 3, 2008, between Lancaster Colony Corporation and Bruce L. Rosa (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2009).
10.10[(a)]	Description of Executive Bonus Arrangements (incorporated by reference to Exhibit 10.9 to the Annual Report on Form 10-K (000-04065), filed September 10, 2004).
10.11	Construction Contract Between Sister Schubert's Homemade Rolls, Inc. and Gray Construction, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (000-04065), filed August 27, 2010).
21	Subsidiaries of Registrant.
23	Consent of Independent Registered Public Accounting Firm

Exhibit Number	Description
31.1	Certification of CEO pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of CFO pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
32	Certification of CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS[(b)]	XBRL Instance Document
101.SCH[(b)]	XBRL Taxonomy Extension Schema Document
101.CAL[(b)]	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF[(b)]	XBRL Taxonomy Definition Linkbase Document
101.LAB[(b)]	XBRL Taxonomy Extension Label Linkbase Document
101.PRE[(b)]	XBRL Taxonomy Extension Presentation Linkbase Document

[(a)] Indicates a management contract or compensatory plan, contract or arrangement in which any Direct0n(e)15(c)15orrr(-14()88(0

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Marzetti® Dressings, Dips and Croutons

Products sold under the long-established Marzetti® brand include salad dressings, veggie dips, fruit dips, fruit glazes and croutons. We recently extended our popular line of refrigerated dressings with the successful introduction of Simply Dressed®, an assortment of preservative-free dressing products crafted with extra virgin olive oil, sea salt and Omega-3-rich canola oil.

New York brand® Breads and Croutons

New York brand® created and remains the leader in the frozen garlic toast and garlic breadstick segments. Other frozen bread products offered under the New York brand® include Ciabatta Rolls, a Ciabatta Garlic Loaf, Pizzeria Dip 'N Sticks and traditional garlic bread loaves. Since their introduction in 2007, New York brand® Texas Toast™ croutons have grown to become the No. 2 retail crouton brand in the U.S.

Sister Schubert's® Rolls

Sister Schubert's® offers a variety of frozen dinner rolls including the top-selling Parker House Style Yeast Rolls. Additional products sold under the Sister Schubert's® label include pull-apart Soft Dinner Rolls, Soft Multi-Grain Rolls, Sausage Wrap Rolls and flavored cinnamon, orange and blueberry rolls.