

Edgar Filing: BARINGTON COMPANIES EQUITY PARTNERS L P - Form SC 13D

BARINGTON COMPANIES EQUITY PARTNERS L P
Form SC 13D
June 18, 2007

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

SCHEDULE 13D
(Rule 13d-101)
Amendment No. 1

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

Lancaster Colony Corporation

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

513847103

(CUSIP Number)

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

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

June 15, 2007

(Date of Event which Requires Filing
of this Statement)

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

(Continued on following pages)

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SCHEDULE 13D

CUSIP No. 513847103

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1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Barington Companies Equity Partners, L.P.

13-4088890

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	480,956
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	480,956
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON: 480,956

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 1.54%

14 TYPE OF REPORTING PERSON: PN

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CUSIP No. 513847103

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Barington Companies Investors, LLC 13-4126527

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	7	SOLE VOTING POWER	480,956
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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	480,956
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		480,956
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		1.54%
14	TYPE OF REPORTING PERSON:		OO

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1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Barington Investments, L.P.		20-2871525
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
	7	SOLE VOTING POWER	221,924
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	221,924
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		221,924
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		0.71%
14	TYPE OF REPORTING PERSON:		PN

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Barington Companies Advisors, LLC 20-0327470

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	221,924
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	221,924
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON: 221,924

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 0.71%

14 TYPE OF REPORTING PERSON: OO

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Benchmark Opportunitas Fund plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]

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(b)

3 SEC USE ONLY			
4	SOURCE OF FUNDS:	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Ireland	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	43,227
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	43,227
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	43,227	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0.14%	
14	TYPE OF REPORTING PERSON:	CO	

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1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Barington Offshore Advisors, LLC	20-4797640	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3 SEC USE ONLY			
4	SOURCE OF FUNDS:	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER	43,227
	8	SHARED VOTING POWER	none

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OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	43,227
	10	SHARED DISPOSITIVE POWER	none
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:			43,227
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			<input type="checkbox"/>
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):			0.14%
14 TYPE OF REPORTING PERSON:			IA, OO

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1 NAME OF REPORTING PERSON:			
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
Barington Companies Offshore Fund, Ltd.			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	(a)	<input checked="" type="checkbox"/>	
	(b)	<input type="checkbox"/>	
3 SEC USE ONLY			
4 SOURCE OF FUNDS: WC			
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)			
<input type="checkbox"/>			
6 CITIZENSHIP OR PLACE OF ORGANIZATION			
British Virgin Islands			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	796,498
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	796,498
	10	SHARED DISPOSITIVE POWER	none
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:			
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
<input type="checkbox"/>			
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):			
2.55%			
14 TYPE OF REPORTING PERSON:			
CO			

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Barington Offshore Advisors II, LLC 20-8325785

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) [_]

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	796,498
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	796,498
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON: 796,498

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES [_]

13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 2.55%

14 TYPE OF REPORTING PERSON: IA, OO

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Barington Capital Group, L.P. 13-3635132

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) [_]

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3 SEC USE ONLY

4	SOURCE OF FUNDS:	OO	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>	

6	CITIZENSHIP OR PLACE OF ORGANIZATION	New York	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	1,542,605

	8	SHARED VOTING POWER	none

9	SOLE DISPOSITIVE POWER	1,542,605	

10	SHARED DISPOSITIVE POWER	none	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	1,542,605	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	4.93%	

14	TYPE OF REPORTING PERSON:	PN	

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1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) LNA Capital Corp.	13-3635168	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	

3	SEC USE ONLY		

4	SOURCE OF FUNDS:	OO	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>	

6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER	1,542,605

	8	SHARED VOTING POWER	none

9	SOLE DISPOSITIVE POWER	1,542,605	

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PERSON WITH	10	SHARED DISPOSITIVE POWER	none

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		1,542,605

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		4.93%

14	TYPE OF REPORTING PERSON:		CO

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

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3	SEC USE ONLY		

4	SOURCE OF FUNDS:	OO	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		<input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION		United States

	7	SOLE VOTING POWER	1,542,605
NUMBER OF	-----		
SHARES	8	SHARED VOTING POWER	none
BENEFICIALLY	-----		
OWNED BY EACH	9	SOLE DISPOSITIVE POWER	1,542,605
REPORTING	-----		
PERSON WITH	10	SHARED DISPOSITIVE POWER	none

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		1,542,605

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		4.93%

14	TYPE OF REPORTING PERSON:		IN

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 RJG Capital Partners, L.P. 20-0133443

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	4,300
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	4,300
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON: 4,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 0.01%

14 TYPE OF REPORTING PERSON: PN

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CUSIP No. 513847103

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 RJG Capital Management, LLC 20-0027325

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

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4	SOURCE OF FUNDS:	OO	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		[_]

6	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	4,300
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	4,300
	10	SHARED DISPOSITIVE POWER	none

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		4,300

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[_]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		0.01%

14	TYPE OF REPORTING PERSON:		OO

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1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Ronald Gross		

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [_]	

3	SEC USE ONLY		

4	SOURCE OF FUNDS:	OO	

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		[_]

6	CITIZENSHIP OR PLACE OF ORGANIZATION		United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	4,300
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	4,300
	10	SHARED DISPOSITIVE POWER	none

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 4,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.01%

14 TYPE OF REPORTING PERSON: IN

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CUSIP No. 513847103

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1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
D.B. Zwirn Special Opportunities Fund, L.P. 73-1637217

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	34,327
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	34,327
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 34,327

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.11%

14 TYPE OF REPORTING PERSON: PN

SCHEDULE 13D

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 D.B. Zwirn Special Opportunities Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	67,104
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	67,104
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON: 67,104

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 0.21%

14 TYPE OF REPORTING PERSON: CO

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1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 HCM/Z Special Opportunities LLC 98-0436333

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	7,908
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	7,908
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	7,908	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0.03%	
14	TYPE OF REPORTING PERSON:	00	

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CUSIP No. 513847103

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1	NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) D.B. Zwirn & Co., L.P.	02-0597442	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X] (b) [_]	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	109,339
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	109,339
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	109,339	

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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES [__]

 13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 0.35%

 14 TYPE OF REPORTING PERSON: PN

SCHEDULE 13D

CUSIP No. 513847103

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 1 NAME OF REPORTING PERSON:
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 DBZ GP, LLC 42-1657316

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [X]
 (b) [__]

 3 SEC USE ONLY

 4 SOURCE OF FUNDS: OO

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [__]

 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

	7	SOLE VOTING POWER	109,339
NUMBER OF	-----		
SHARES	8	SHARED VOTING POWER	none
BENEFICIALLY	-----		
OWNED BY EACH	9	SOLE DISPOSITIVE POWER	109,339
REPORTING	-----		
PERSON WITH	10	SHARED DISPOSITIVE POWER	none

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 EACH REPORTING PERSON: 109,339

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES [__]

 13 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11): 0.35%

 14 TYPE OF REPORTING PERSON: OO

SCHEDULE 13D

CUSIP No. 513847103

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1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Zwirn Holdings, LLC 30-0080444

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	109,339
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	109,339
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON: 109,339

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11): 0.35%

14 TYPE OF REPORTING PERSON: OO

SCHEDULE 13D

CUSIP No. 513847103

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1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Daniel B. Zwirn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

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IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		[_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	109,339
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	109,339
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	109,339	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0.35%	
14	TYPE OF REPORTING PERSON:	IN	

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

Item 2. Identity and Background.

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

As of June 15, 2007, the Reporting Entities are the beneficial owners of, in the aggregate, 1,656,244 shares of Common Stock, representing approximately 5.29% of the shares of Common Stock presently outstanding.

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

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

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 12,200 shares of Common Stock. All purchases of Common Stock by the Reporting Entities were made in open market transactions. All purchases were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. The amount of funds expended for such purchases (excluding commissions and other execution-related costs) was approximately \$367,630.02 by Barington Companies Equity Partners, L.P., \$113,276.66 by Barington Investments, L.P., \$18,858.25 by Benchmark Opportunitas Fund plc, \$6,907.63 by D.B. Zwirn Special Opportunities Fund, L.P. and \$10,340.26 by D.B. Zwirn Special Opportunities Fund, Ltd.

Item 4. Purpose of Transaction.

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

On June 15, 2007, James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., sent a letter to John B. Gerlach, Jr., the Company's Chairman of the Board, Chief Executive Officer and President, a copy of which is attached as Exhibit 99.2 hereto and incorporated by reference herein.

Item 5. Interest in Securities of the Issuer.

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

(a) As of June 15, 2007, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 480,956 shares of Common Stock, representing approximately 1.54% of the shares of Common Stock presently outstanding based upon the 31,284,000 shares of Common Stock reported by the Company to be issued and outstanding as of April 30, 2007 in its Form 10-Q filed with the Securities and Exchange Commission on May 10, 2007 (the "Issued and Outstanding Shares").

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As of June 15, 2007, Barington Investments, L.P. beneficially owns 221,924 shares of Common Stock, representing approximately 0.71% of the Issued and Outstanding Shares. As of June 15, 2007, Benchmark Opportunitas Fund plc beneficially owns 43,227 shares of Common Stock, representing approximately 0.14% of the Issued and Outstanding Shares. As of June 15, 2007, Barington Companies Offshore Fund, Ltd. beneficially owns 796,498 shares of Common Stock, representing approximately 2.55% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., representing approximately 1.54% of the Issued and Outstanding Shares. As the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 221,924 shares of Common Stock beneficially owned by Barington Investments, L.P., representing approximately 0.71% of the Issued and Outstanding Shares. As the investment advisor to Benchmark Opportunitas Fund plc, Barington Offshore Advisors, LLC may be deemed to beneficially own the 43,227 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc, representing approximately 0.14% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing approximately 2.55% of the Issued and Outstanding Shares. As the majority member of Barington Companies Investors, LLC, Barington Companies Advisors, LLC, Barington Offshore Advisors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 221,924 shares of Common Stock beneficially owned by Barington Investments, L.P., the 43,227 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,542,605 shares, representing approximately 4.93% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 221,924 shares of Common Stock beneficially owned by Barington Investments, L.P., the 43,227 shares of Common

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Stock beneficially owned by Benchmark Opportunitas Fund plc and the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,542,605 shares of Common Stock, representing approximately 4.93% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., James A. Mitarotonda may be deemed to beneficially own the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 221,924 shares of Common Stock beneficially owned by Barington Investments, L.P., the 43,227 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,542,605 shares of Common Stock, representing approximately 4.93% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 480,956 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 221,924 shares of Common Stock beneficially owned by Barington Investments, L.P., the 43,227 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

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As of June 15, 2007, RJG Capital Partners, L.P. beneficially owns 4,300 shares of Common Stock, representing approximately 0.01% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 4,300 shares owned by RJG Capital Partners, L.P., representing approximately 0.01% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Mr. Gross may be deemed to beneficially own the 4,300 shares owned by RJG Capital Partners, L.P., representing approximately 0.01% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 4,300 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of June 15, 2007, D.B. Zwirn Special Opportunities Fund, L.P. beneficially owns 34,327 shares of Common Stock, representing approximately 0.11% of the Issued and Outstanding Shares. As of June 15, 2007, D.B. Zwirn Special Opportunities Fund, Ltd. beneficially owns 67,104 shares of Common Stock, representing approximately 0.21% of the Issued and Outstanding Shares. As of June 15, 2007, HCM/Z Special Opportunities LLC beneficially owns 7,908 shares of Common Stock representing approximately 0.03%, of the Issued and Outstanding Shares.

As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P. may be deemed to beneficially own the 34,327 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,104 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 109,339 shares, representing approximately 0.35% of the Issued and Outstanding Shares. As general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the 34,327 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,104 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC,

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constituting an aggregate of 109,339 shares, representing approximately 0.35% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 34,327 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,104 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 109,339 shares, representing approximately 0.35% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 34,327 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,104 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 109,339 shares, representing approximately 0.35% of the Issued and Outstanding Shares. Mr. Zwirn has sole voting and dispositive power with respect to the 34,327 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,104 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC. Mr.

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

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

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

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

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

Item 7. Material to be Filed as Exhibits.

Exhibit No.	Exhibit Description
-------------	---------------------

99.2 Letter, dated June 15, 2007, from James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., to John B. Gerlach, Jr., the Chairman of the Board, Chief Executive Officer and President of the Company.

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SIGNATURES

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

Dated: June 15, 2007

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

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its
general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BENCHMARK OPPORTUNITAS FUND PLC

By: Barington Offshore Advisors, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON OFFSHORE ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: President

BARINGTON OFFSHORE ADVISORS II, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Managing Member

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general
partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: President and CEO

/s/ James A. Mitarotonda

James A. Mitarotonda

RJG CAPITAL PARTNERS, L.P.

By: RJG Capital Management, LLC, its
general partner

By: /s/ Ronald J. Gross

Name: Ronald J. Gross
Title: Managing Member

RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross

Name: Ronald J. Gross
Title: Managing Member

/s/ Ronald J. Gross

Ronald J. Gross

D.B. ZWIRN SPECIAL
OPPORTUNITIES FUND, L.P.

By: D.B. Zwirn Partners, LLC, its
general partner

By: Zwirn Holdings, LLC, its managing
member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn
Title: Managing Member

D.B. ZWIRN SPECIAL
OPPORTUNITIES FUND, LTD.

By: D.B. Zwirn & Co., L.P., its manager

By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its managing
member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn
Title: Managing Member

HCM/Z SPECIAL OPPORTUNITIES LLC

By: D.B. Zwirn & Co., L.P., its manager

By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its managing
member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn
Title: Managing Member

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

By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its managing
member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn
Title: Managing Member

DBZ GP, LLC

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By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn
Title: Managing Member

ZWIRN HOLDINGS, LLC

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn
Title: Managing Member

/s/ Daniel B. Zwirn

Daniel B. Zwirn

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SCHEDULE

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

Shares purchased by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
5/1/2007	8,675	\$42.3781	\$367,630.02

Shares purchased by Barington Investments, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
5/1/2007	2,673	\$42.3781	\$113,276.66

Shares purchased by Benchmark Opportunitas Fund plc

Date	Number of Shares	Price Per Share	Cost (*)
5/1/2007	445	\$42.3781	\$18,858.25

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

Date	Number of Shares	Price Per Share	Cost (*)
1/26/2007 (**)	(598)	\$45.1504	\$(26,999.94)
5/1/2007	163	\$42.3781	\$6,907.63

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

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Date	Number of Shares	Price Per Share	Cost (*)
1/26/2007 (**)	(859)	\$45.1504	\$ (38,784.19)
5/1/2007	244	\$42.3781	\$10,340.26

(*) Excludes commissions and other execution-related costs.

(**) Transaction is amended and restated.