

LANCASTER COLONY CORP

Form 8-K

October 11, 2007

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

**Form 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**DATE OF REPORT: OCTOBER 5, 2007**  
*(Date of earliest event reported)*  
**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)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 *Entry Into a Material Definitive Agreement***

On October 5, 2007, Lancaster Colony Corporation (the Company) entered into a new credit facility (the Agreement) with the Lenders named in the Agreement and JPMorgan Chase Bank, N.A. as Agent and Issuing Bank (the Issuing Bank). The Agreement replaced the Company's existing bank credit agreement.

The Agreement provides that the Company may borrow, for the five-year term of the agreement, on a revolving credit basis, up to a maximum of \$160 million at any one time, with potential to expand the total credit availability to \$260 million based on consent of the Issuing Bank and certain other conditions. All outstanding amounts under the Agreement are due and payable no later than October 5, 2012. Interest is variable based upon formulas tied to LIBOR or an alternative base rate defined in the Agreement, at the Company's option. The Agreement contains certain restrictive covenants, including limitations on indebtedness, asset sales and acquisitions and financial covenants relating to interest coverage and leverage. Loans may be used for general corporate purposes. The Company's obligations under the Agreement are not secured. At October 5, 2007, there was \$87.5 million in borrowings outstanding under the Agreement.

The foregoing description of the Agreement is qualified in its entirety by reference to the terms and conditions contained in the Agreement, a copy of which is filed as Exhibit 4.1 and attached hereto.

**Item 1.02 *Termination of a Material Definitive Agreement***

On October 5, 2007, the Company replaced its existing bank credit agreement with the Agreement referred to in Item 1.01 above.

**Item 2.03 *Creation of a Direct Financial Obligation or Obligation under an Off-Balance Sheet Arrangement of a Registrant***

The information provided in Item 1.01 of this Current Report on Form 8-K is hereby incorporated into this Item 2.03 by reference.

**Item 9.01 *Financial Statements and Exhibits***

(c) *Exhibits:*

- 4.1 Credit Agreement dated as of October 5, 2007 among Lancaster Colony Corporation, the Lenders and JPMorgan Chase Bank, N.A. as Agent
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**SIGNATURES**

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

Lancaster Colony Corporation  
(Registrant)

Date: October 11, 2007

By: /s/ John L. Boylan  
John L. Boylan  
*Treasurer, Vice President,  
Assistant Secretary and  
Chief Financial Officer  
(Principal Financial  
and Accounting Officer)*

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**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>	<b>Located at</b>
4.1	Credit Agreement dated as of October 5, 2007 among Lancaster Colony Corporation, the Lenders and JPMorgan Chase Bank, N.A. as Agent	Filed herewith