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BAIRNCO CORP /DE/  
Form SC TO-C  
June 15, 2006

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

SCHEDULE TO  
(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1) OF  
THE SECURITIES EXCHANGE ACT OF 1934

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BAIRNCO CORPORATION  
(Name of Subject Company)

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BZ ACQUISITION CORP.  
STEEL PARTNERS II, L.P.  
(Names of Filing Persons--Offeror)

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COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

-----  
057097107  
(Cusip Number of Class of Securities)

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WARREN G. LICHTENSTEIN  
STEEL PARTNERS II, L.P.  
590 MADISON AVENUE, 32ND FLOOR  
NEW YORK, NEW YORK 10022  
(212) 520-2300  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results

of the tender offer. |\_ |