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BAIRNCO CORP /DE/  
Form DFAN14A  
December 29, 2006

SCHEDULE 14A  
(RULE 14a-101)

INFORMATION REQUIRED IN CONSENT STATEMENT

SCHEDULE 14A INFORMATION

CONSENT STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )

Filed by the Registrant | |

Filed by a Party other than the Registrant |X|

Check the appropriate box:

- | | Preliminary Consent Statement
- | | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
- | | Definitive Consent Statement
- | | Definitive Additional Materials
- |X| Soliciting Material Under Rule 14a-12

BAIRNCO CORPORATION

-----  
(Name of Registrant as Specified in Its Charter)

STEEL PARTNERS II, L.P.  
STEEL PARTNERS, L.L.C.  
BZ ACQUISITION CORP.  
WARREN G. LICHTENSTEIN  
HUGH F. CULVERHOUSE  
JOHN J. QUICKE  
ANTHONY BERGAMO  
HOWARD M. LEITNER

-----  
(Name of Persons(s) Filing Consent Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- |X| No fee required.
- | | Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies: