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BAIRNCO CORP /DE/  
Form DFAN14A  
January 30, 2007

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

SCHEDULE 14A  
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY 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 Proxy Statement

| | Confidential, for Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))

| | Definitive Proxy Statement

| | Definitive Additional Materials

|X| Soliciting Material Under Rule 14a-12

BAIRNCO CORPORATION

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(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 Proxy Statement, if Other Than the Registrant)

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|X| No fee required.