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BAIRNCO CORP /DE/  
Form SC TO-T/A  
September 11, 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  
(AMENDMENT NO. 5)

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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)

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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, NY 10022  
(212) 520-2300

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(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

COPIES TO:  
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TRANSACTION VALUATION\*

AMOUNT OF FILING FEE\*\*

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\$72,820,836.00

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\$7,792