

LONE STAR STEAKHOUSE & SALOON INC
Form SC 13D/A
June 20, 2006

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

SCHEDULE 13D
(Rule 13d-101)
Amendment No. 2

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Lone Star Steakhouse & Saloon, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

542307103
(CUSIP Number)

Mr. James A. Mitarotonda
c/o Barington Companies Equity Partners, L.P.
888 Seventh Avenue, 17th Floor
New York, NY 10019
(212) 974-5700
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

June 15, 2006
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: .

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Barington Companies Equity Partners, L.P.	13-4088890
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		506,091
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		506,091
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>506,091</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>2.41%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>PN</p>

CUSIP No. 542307103

SCHEDULE 13D

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Investments, L.P.	20-2871525
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER 280,352
	8	SHARED VOTING POWER none
	9	SOLE DISPOSITIVE POWER 280,352
	10	SHARED DISPOSITIVE POWER none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>280,352</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>1.33%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>PN</p>

CUSIP No. 713278109**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Companies Advisors, LLC	20-0327470
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER 280,352
	8	SHARED VOTING POWER 506,091
	9	SOLE DISPOSITIVE POWER 280,352
	10	SHARED DISPOSITIVE POWER 506,091

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>786,443</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>3.74%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>IA, OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Barington Companies Investors, LLC	13-4126527
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		none
	8	SHARED VOTING POWER
		506,091
	9	SOLE DISPOSITIVE POWER
		none
	10	SHARED DISPOSITIVE POWER
		506,091

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>506,091</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>2.41%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Barington Companies Offshore Fund, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		979,854
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		979,854
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>979,854</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>4.66%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>CO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Barington Offshore Advisors, LLC	20-4797640
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		979,854
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		979,854
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>979,854</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>4.66%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>IA, OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Barington Capital Group, L.P.	13-3635132
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		1,766,297
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		1,766,297
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>1,766,297</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>8.40%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>PN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	LNA Capital Corp.	13-3635168
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		1,766,297
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		1,766,297
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>1,766,297</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>8.40%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>CO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	James Mitarotonda	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		1,766,297
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		1,766,297
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>1,766,297</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>8.40%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>IN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Starboard Value and Opportunity Master Fund Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		none
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		none
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>none</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.00%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>CO</p>

CUSIP No. 542307103

SCHEDULE 13D

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Parche, LLC	20-0870632
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER none
	8	SHARED VOTING POWER none
	9	SOLE DISPOSITIVE POWER none
	10	SHARED DISPOSITIVE POWER none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>none</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.00%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103

SCHEDULE 13D

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Admiral Advisors, LLC	37-1484525
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER none
	8	SHARED VOTING POWER none
	9	SOLE DISPOSITIVE POWER none
	10	SHARED DISPOSITIVE POWER none

11	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>none</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.00%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>IA, OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Ramius Capital Group, L.L.C.	13-3937658
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		none
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		none
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>none</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.00%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>IA, OO</p>

CUSIP No. 542307103

SCHEDULE 13D

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON C4S & Co., L.L.C.	13-3946794
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER none
	8	SHARED VOTING POWER none
	9	SOLE DISPOSITIVE POWER none
	10	SHARED DISPOSITIVE POWER none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>none</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.00%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Peter A. Cohen	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		none
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		none
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>none</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.00%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>IN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Morgan B. Stark	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		none
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		none
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>none</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.00%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>IN</p>

CUSIP No. 542307103

SCHEDULE 13D

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Jeffrey M. Solomon	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER none
	8	SHARED VOTING POWER none
	9	SOLE DISPOSITIVE POWER none
	10	SHARED DISPOSITIVE POWER none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>none</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.00%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>IN</p>

CUSIP No. 542307103

SCHEDULE 13D

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Thomas W. Strauss	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		none
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		none
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>none</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.00%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>IN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	RJG Capital Partners, L.P.	20-0133443
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		8,000
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		8,000
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>8,000</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.04%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>PN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	RJG Capital Management, LLC	20-0027325
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		8,000
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		8,000
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>8,000</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.04%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Ronald Gross	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		8,000
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		8,000
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>8,000</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.04%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>IN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	D.B. Zwirn Special Opportunities Fund, L.P.	73-1637217
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		62,555
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		62,555
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>62,555</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.30%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>PN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	D.B. Zwirn Special Opportunities Fund (TE), L.P.	20-0024165
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		9,738
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		9,738
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>9,738</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.05%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>PN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	D.B. Zwirn Special Opportunities Fund, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		111,810
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		111,810
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>111,810</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.53%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>CO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	The Coast Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		16,740
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		16,740
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>16,740</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.08%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	D.B. Zwirn & Co., L.P.	02-0597442
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		200,843
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		200,843
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>200,843</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.95%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>PN</p>

CUSIP No. 542307103

SCHEDULE 13D

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON DBZ GP, LLC	42-1657316
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER 200,843
	8	SHARED VOTING POWER none
	9	SOLE DISPOSITIVE POWER 200,843
	10	SHARED DISPOSITIVE POWER none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>200,843</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.95%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Zwirn Holdings, LLC	30-0080444
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		200,843
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		200,843
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>200,843</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.95%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103

SCHEDULE 13D

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Daniel B. Zwirn	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		200,843
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		200,843
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>200,843</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.95%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>IN</p>

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This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on May 8, 2006, as amended by that Amendment No. 1 filed with the SEC on May 25, 2006 (together the "Statement"), by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of Lone Star Steakhouse & Saloon, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 224 East Douglas Avenue, Suite 700, Wichita, Kansas 67202.

Item 2. Identity and Background.

The first and second paragraphs of Item 2(a)-(c) of the Statement are hereby amended and restated as follows:

(a) (c) This Statement is being filed by Barington Companies Equity Partners, L.P., Barington Investments, L.P., Barington Companies Advisors, LLC, Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd., The Coast Fund, L.P., D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Daniel B. Zwirn (each, a "Reporting Entity" and, collectively, the "Reporting Entities"). The Statement is also being filed by Starboard Value and Opportunity Master Fund Ltd., Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss, who are no longer members of the group as further described in this Item 2.

As of June 16, 2006, the Reporting Entities are the beneficial owners of, in the aggregate, 1,975,140 shares of Common Stock, representing approximately 9.39% of the shares of Common Stock presently outstanding.

The following paragraph shall be added as the penultimate paragraph of Item 2(a)-(c) of the Statement:

As a result of the transactions described in Item 3 below, Starboard Value and Opportunity Master Fund Ltd., Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss are no longer beneficial owners of shares of Common Stock and will no longer be a party to any further Schedule 13D filings by the Reporting Entities.

Item 3. Source and Amount of Funds or Other Consideration.

The information contained in Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 463,084 shares of Common Stock. The amount of funds expended for such purchases was approximately \$2,651,070.51 by Barington Companies Equity Partners, L.P., \$6,371,411.80 by Barington Companies Offshore Fund Ltd., \$1,578,787.98 by Barington Investments, L.P., \$459,310.55 by Starboard Value and Opportunity Master Fund Ltd., \$87,525.23 by Parche, LLC, \$204,750.15 by D.B. Zwirn Special Opportunities Fund, L.P. and \$363,750.25 by D.B. Zwirn Special Opportunities Fund, Ltd. As part of these transactions, on June 15, 2006, Barington Companies Equity Partners, L.P., Barington Investments, L.P. and Barington Companies Offshore Fund, Ltd. purchased an aggregate of 284,394 shares of Common Stock from Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC at a price of \$25.00 per share, the price of the Company's Common Stock on the Nasdaq National Market System on such date at the time the transaction was effectuated.

All purchases of Common Stock by the Reporting Entities since the filing of the Statement were made in open market transactions except to the extent set forth above. All transactions effected since the filing of the Statement are described in the Schedule attached hereto. All such purchases of Common Stock were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

Item 5. Interest in Securities of the Issuer.

(a) As of June 16, 2006, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 506,091 shares of Common Stock, representing approximately 2.41% of the shares of Common Stock presently outstanding based upon the 21,033,164 shares of Common Stock reported by the Company to be issued and outstanding as of May 16, 2006 in its Form DEF 14A filed with the Securities and Exchange Commission on May 26, 2006 (the "Issued and Outstanding Shares").

As of June 16, 2006, Barington Investments, L.P. beneficially owns 280,352 shares of Common Stock, constituting approximately 1.33% of the Issued and Outstanding Shares. As of June 16, 2006, Barington Companies Offshore Fund, Ltd. beneficially owns 979,854 shares of Common Stock, constituting approximately 4.66% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Equity Partners, L.P. and the investment advisor and general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P., representing an aggregate of 786,443 shares, constituting approximately 3.74% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., constituting approximately 2.41% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC may be deemed to beneficially own the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting approximately 4.66% of the Issued and Outstanding Shares. As the majority member of Barington Companies Advisors, LLC and Barington Companies Investors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P. As the majority member of Barington Offshore Advisors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,766,297 shares, constituting approximately 8.40% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,766,297 shares of Common Stock, constituting approximately 8.40% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,766,297 shares of Common Stock, constituting approximately 8.40% of the Issued and Outstanding Shares. Each of Barington Companies Advisors, LLC and Barington Companies Investors, LLC share voting and dispositive power with respect to the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. Mr. Mitarotonda has sole voting and dispositive power with respect to the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

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As of June 16, 2006, RJG Capital Partners, L.P. beneficially owns 8,000 shares of Common Stock, constituting approximately 0.04% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 8,000 shares owned by RJG Capital Partners, L.P., constituting approximately 0.04% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Mr. Gross may be deemed to beneficially own the 8,000 shares owned by RJG Capital Partners, L.P., constituting approximately 0.04% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 8,000 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of June 16, 2006, each of D.B. Zwirn Special Opportunities Fund, L.P. and D.B. Zwirn Special Opportunities Fund (TE), L.P. beneficially own 62,555 shares and 9,738 shares of Common Stock, respectively, constituting approximately 0.30% and 0.05%, respectively, of the Issued and Outstanding Shares. As of June 16, 2006, each of D.B. Zwirn Special Opportunities Fund, Ltd. and The Coast Fund, L.P. beneficially own 111,810 shares and 16,740 shares of Common Stock, respectively, constituting approximately 0.53% and 0.08%, respectively, of the Issued and Outstanding Shares.

As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and The Coast Fund, L.P., D.B. Zwirn & Co., L.P. may be deemed to beneficially own the 62,555 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 9,738 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 111,810 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 16,740 shares of Common Stock beneficially owned by The Coast Fund, L.P., representing an aggregate of 200,843 shares, constituting approximately 0.95% of the Issued and Outstanding Shares. As general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the 62,555 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 9,738 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 111,810 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 16,740 shares of Common Stock beneficially owned by The Coast Fund, L.P., representing an aggregate of 200,843 shares, constituting approximately 0.95% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 62,555 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 9,738 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 111,810 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 16,740 shares of Common Stock beneficially owned by The Coast Fund, L.P., representing an aggregate of 200,843 shares, constituting approximately 0.95% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 62,555 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 9,738 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 111,810 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 16,740 shares of Common Stock beneficially owned by The Coast Fund, L.P., representing an aggregate of 200,843 shares, constituting approximately 0.95% of the Issued and Outstanding Shares. Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), except that Barington Companies Advisors, LLC and Barington Companies Investors, LLC have shared authority to vote and dispose of the shares reported as beneficially owned by Barington Companies Equity Partners, L.P.

Except as set forth above, each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: June 19, 2006

BARINGTON COMPANIES EQUITY
PARTNERS, L.P.

By: Barington Companies Investors, LLC, its general
partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its general
partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President

BARINGTON OFFSHORE ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

/s/ James A. Mitarotonda

James A. Mitarotonda

STARBOARD VALUE AND
OPPORTUNITY MASTER FUND LTD.

PARCHE, LLC
By: Admiral Advisors, LLC, its managing member

ADMIRAL ADVISORS, LLC
By: Ramius Capital Group, L.L.C., its
managing member

RAMIUS CAPITAL GROUP, L.L.C.
By: C4S & Co., L.L.C.,
as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon
Name: Jeffrey M. Solomon
Title: Authorized Signatory

JEFFREY M. SOLOMON

/s/ Jeffrey M. Solomon
Individually and as attorney-in-fact for Peter A. Cohen,
Morgan B. Stark and Thomas W. Strauss

RJG CAPITAL PARTNERS, L.P.

By: RJG Capital Management, LLC, its general partner

By: /s/ Ronald J. Gross

Name: Ronald J. Gross

Title: Managing Member

RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross

Name: Ronald J. Gross

Title: Managing Member

/s/ Ronald J. Gross

Ronald J. Gross

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P

By: D.B. ZWIRN PARTNERS, LLC

its general partner

By: ZWIRN HOLDINGS, LLC,

its managing member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND (TE), L.P

By: D.B. ZWIRN PARTNERS, LLC,

its general partner

By: ZWIRN HOLDINGS, LLC,

its managing member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

D.B. ZWIRN SPECIAL
OPPORTUNITIES FUND, LTD.
By: D.B. Zwirn & Co., L.P., its
manager
By: DBZ GP, LLC, its general
partner
By: Zwirn Holdings, LLC, its
managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

THE COAST FUND, L.P.
By: D.B. Zwirn & Co., L.P., its
manager
By: DBZ GP, LLC, its general
partner
By: Zwirn Holdings, LLC, its
managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

D.B. ZWIRN & CO., L.P.
By: DBZ GP, LLC, its general
partner
By: Zwirn Holdings, LLC, its
managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

DBZ GP, LLC
By: Zwirn Holdings, LLC, its
managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

ZWIRN HOLDINGS, LLC

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

/s/ Daniel B. Zwirn

Daniel B. Zwirn

SCHEDULE

This schedule sets forth information with respect to each purchase and sale of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in the open market through a broker except to the extent set forth in Item 3 above.

Shares purchased by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	9,323	\$ 26.176	\$ 244,038.85
5/25/2006	9,034	\$ 25.993	\$ 234,820.76
5/26/2006	2,089	\$ 25.960	\$ 54,230.44
5/30/2006	2,089	\$ 25.993	\$ 54,299.38
5/31/2006	2,089	\$ 25.785	\$ 53,864.87
6/6/2006	1,650	\$ 25.249	\$ 41,660.85
6/8/2006	4,177	\$ 25.481	\$ 106,434.14
6/12/2006	2,089	\$ 25.246	\$ 52,738.89
6/13/2006	4,935	\$ 25.118	\$ 123,957.33
6/15/2006	67,401	\$ 25.000	\$ 1,685,025.00

Shares purchased by Barington Investments, L.P.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	5,547	\$ 26.176	\$ 145,198.27
5/25/2006	5,375	\$ 25.993	\$ 139,712.38
5/26/2006	1,243	\$ 25.960	\$ 32,268.28
5/30/2006	1,243	\$ 25.993	\$ 32,309.30
5/31/2006	1,243	\$ 25.785	\$ 32,050.76
6/6/2006	981	\$ 25.249	\$ 24,769.27
6/8/2006	2,485	\$ 25.481	\$ 63,320.29
6/12/2006	1,243	\$ 25.246	\$ 31,380.78
6/13/2006	2,997	\$ 25.118	\$ 75,278.65
6/15/2006	40,100	\$ 25.000	\$ 1,002,500.00

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	18,173	\$ 26.176	\$ 475,696.45
5/25/2006	17,611	\$ 25.993	\$ 457,762.72
5/26/2006	4,071	\$ 25.960	\$ 105,683.16
5/30/2006	4,071	\$ 25.993	\$ 105,817.50
5/31/2006	4,071	\$ 25.785	\$ 104,970.74
6/6/2006	3,217	\$ 25.249	\$ 81,226.03

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6/8/2006	8,143	\$	25.481	\$	207,491.78
6/12/2006	4,072	\$	25.246	\$	102,801.71
6/13/2006	9,694	\$	25.118	\$	243,493.89
6/14/2006	2,556	\$	25.095	\$	64,142.82
6/15/2006	176,893	\$	25.000	\$	4,422,325.00

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Shares purchased and sold by Starboard Value and Opportunity Master Fund Ltd.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	4,451	\$ 26.1763	\$ 116,510.71
5/25/2006	4,313	\$ 25.9926	\$ 112,106.08
5/30/2006	997	\$ 25.9929	\$ 25,914.92
5/26/2006	997	\$ 25.9600	\$ 25,882.12
5/31/2006	997	\$ 25.7850	\$ 25,707.65
6/6/2006	788	\$ 25.2492	\$ 19,896.37
6/8/2006	1,994	\$ 25.4813	\$ 50,809.71
6/12/2006	996	\$ 25.2458	\$ 25,144.82
6/13/2006	1,994	\$ 25.1182	\$ 50,085.69
6/14/2006	289	\$ 25.0951	\$ 7,252.48
6/15/2006	(238,889)	\$ 25.0000	\$ (5,972,225.00)

Shares purchased and sold by Parche, LLC

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	848	\$ 26.1763	\$ 22,197.50
5/25/2006	821	\$ 25.9926	\$ 21,339.92
5/30/2006	190	\$ 25.9929	\$ 4,938.65
5/26/2006	190	\$ 25.9600	\$ 4,932.40
5/31/2006	190	\$ 25.7850	\$ 4,899.15
6/6/2006	150	\$ 25.2492	\$ 3,787.38
6/8/2006	381	\$ 25.4813	\$ 9,708.38
6/12/2006	190	\$ 25.2458	\$ 4,796.70
6/13/2006	380	\$ 25.1182	\$ 9,544.92
6/14/2006	55	\$ 25.0951	\$ 1,380.23
6/15/2006	(45,505)	\$ 25.0000	\$ (1,137,625.00)

Shares purchased by D.B. Zwirn Special Opportunities Fund, L.P.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	2,266	\$ 26.1763	\$ 59,315.50
5/25/2006	2,196	\$ 25.9926	\$ 57,079.75
5/26/2006	508	\$ 25.9600	\$ 13,187.68
5/30/2006	508	\$ 25.9929	\$ 13,204.39
5/31/2006	508	\$ 25.7850	\$ 13,098.78
6/6/2006	402	\$ 25.2492	\$ 10,150.18
6/9/2006	1,016	\$ 25.4813	\$ 25,889.00
6/12/2006	508	\$ 25.2458	\$ 12,824.87

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Shares purchased by D.B. Zwirn Special Opportunities Fund, Ltd.

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Cost(*)</u>
5/24/2006	4,028	\$ 26.1763	\$ 105,438.14
5/25/2006	3,904	\$ 25.9926	\$ 101,475.11
5/26/2006	902	\$ 25.9600	\$ 23,415.92
5/30/2006	902	\$ 25.9929	\$ 23,445.60
5/31/2006	902	\$ 25.7850	\$ 23,258.07
6/6/2006	712	\$ 25.2492	\$ 17,977.43
6/9/2006	1,804	\$ 25.4813	\$ 45,968.27
6/12/2006	902	\$ 25.2458	\$ 22,771.71

(*) Excludes commissions and other execution-related costs.
