

BAIRNCO CORP /DE/  
Form DEFA14A  
January 25, 2007

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**  
**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

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
- Soliciting Material Under Rule 14a-12

**BAIRNCO CORPORATION**

(Name of Registrant as Specified in Its Charter)

**BAIRNCO CORPORATION**

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

Payment of Filing Fee (Check the appropriate box):

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:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No:

(3) Filing Party:

(4) Date Filed:

On January 25, 2007, Bairnco Corporation distributed the following letter to its employees:

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**BAIRNCO  
MEMORANDUM**

**DATE:** January 24, 2007  
**TO:** All Bairnco Employees  
**FROM:** Luke Fichthorn III, Chairman and CEO  
**RE:** Steel Partners Consent Solicitation  
**CC:** Bairnco Corporation Board of Directors

Teammates

As you may be aware, Steel Partners recently began soliciting written consents to replace our Board of Directors in an effort to implement their unsolicited tender offer to purchase all of Bairnco's outstanding common stock for \$12.00 per share in cash.

We are strongly urging shareholders to reject Steel Partners' efforts to replace the Board and, in doing so, acquire the Company in what we view as an inadequate and opportunistic bid. We believe that Steel Partners' offer dramatically undervalues Bairnco, particularly given the strong financial performance we delivered for 2006, the significant momentum we're seeing in many key areas of our business, and the continued progress we are making with the various operational enhancements we began undertaking over the past several years.

As always, the best interests of our employees remain an important factor in the Board's decision-making process. Your efforts contributed significantly to our strong financial performance and your continued support will help ensure Bairnco's long-term future.

It is difficult to say exactly how this situation will play out, and in the coming weeks Steel Partners may say and do a lot of things in an attempt to instill uncertainty. While we can't control Steel Partners' actions, we can continue to show our shareholders and customers why Bairnco is such an outstanding company. I encourage you to continue to remain focused, and I will do my best to keep you informed.

Thank you for your continued hard work and commitment to our company.

Luke