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FOX & HOUND RESTAURANT GROUP
Form SC TO-C
December 13, 2005

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

FOX & HOUND RESTAURANT GROUP
(Name of Subject Company)

F&H ACQUISITION CORP.
NEWCASTLE PARTNERS, L.P.
STEEL PARTNERS II, L.P.
(Names of Filing Persons--Offeror)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

351321104
(Cusip Number of Class of Securities)

MARK E. SCHWARZ
MANAGING MEMBER
NEWCASTLE PARTNERS, L.P.
300 Crescent Court, Suite 1110
Dallas, Texas 75201
(214) 661-7474

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

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Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which
the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results
of the tender offer.

