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FOX & HOUND RESTAURANT GROUP  
Form SC TO-T/A  
January 27, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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AMENDMENT NO. 2  
TO  
SCHEDULE TO  
(RULE 14d-100)  
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1) OR 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
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FOX & HOUND RESTAURANT GROUP  
(Name of Subject Company)  
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F&H ACQUISITION CORP.  
NPSP ACQUISITION CORP.  
NEWCASTLE PARTNERS, L.P.  
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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351321104  
(Cusip Number of Class of Securities)  
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MARK E. SCHWARZ  
MANAGING MEMBER  
NEWCASTLE PARTNERS, L.P.  
300 Crescent Court, Suite 1110  
Dallas, Texas 75201  
(214) 661-7474  
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(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

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TRANSACTION VALUATION*	AMOUNT OF FILING FEE**
\$149,850,105	\$541

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