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MORTONS RESTAURANT GROUP INC  
Form DEFA14A  
June 19, 2002

SCHEDULE 14A  
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY 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 Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

MORTON'S RESTAURANT GROUP, INC.

-----  
(Name of Registrant as Specified In Its Charter)

Not Applicable

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(Name of Person(s) Filing Proxy 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:

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

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(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:

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(5) Total fee paid:

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- 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

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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: \_\_\_\_\_

From: KEKST AND COMPANY                      June 18, 2002  
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For: MORTON'S RESTAURANT GROUP, INC.                      FOR IMMEDIATE RELEASE  
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(516) 627-1515  
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Contact:        THOMAS J. BALDWIN, EXECUTIVE VICE PRESIDENT, CHIEF  
                  FINANCIAL OFFICER, MORTON'S RESTAURANT GROUP, INC.

MORTON'S RESTAURANT GROUP COMMENTS ON ICAHN LETTER.

New Hyde Park, NY.... Morton's Restaurant Group, Inc. (NYSE:MRG) today announced that it has received a merger agreement signed by High River Limited Partnership, an affiliate of Carl Icahn, increasing its offer price for Morton's to \$15.00 per share and removing the closing condition that would have otherwise required Morton's to achieve a minimum level of earnings. Morton's stated that the merger agreement has been referred to the Special Committee of the Board of Directors and its advisors for evaluation.

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