





**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On October 20, 2006, James A. Mitarotonda delivered to the secretary of L Q Corporation, Inc. (the “Company”) notice of his resignation as a director and Chairman of the Board of the Company, effective as of the close of business on October 23, 2006. Mr. Mitarotonda had no disagreements with the Company on any matter relating to the Company's operations, policies or practices, and resigned in order to ensure that he had adequate time to devote to his other professional responsibilities. The Board of Directors of the Company thanks Mr. Mitarotonda for his dedicated service and valued contributions to the Company.

On October 23, 2006, the Board of Directors of the Company appointed Steven Berns, a director of the Company, to serve as Chairman of the Board of Directors, effective as of the close of business on October 23, 2006.

On October 23, 2006, the Board of Directors of the Company elected Dianne K. McKeever to serve as a director of the Company, effective as of the close of business on October 23, 2006. Ms. McKeever, 28, has been a research analyst at Barington Capital Group, L.P., an investment firm (“Barington”), since October 2001. Ms. McKeever received a B.S. from New York University and a B.E. from Stevens Institute of Technology.

Barington and a group of other investors which have joined with Barington in the filing of a statement on Schedule 13D collectively own greater than 10% of the outstanding common stock of the Company. Mr. Mitarotonda is Chairman, President and Chief Executive Officer of a corporation that is the general partner of Barington. The Company is party to a Services Agreement under which Barington provides, among other things, certain administrative, accounting and other services on the Company's behalf as further disclosed under Item 1.01 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 12, 2006, which disclosure is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

L Q CORPORATION, INC.

Dated: October 24, 2006

By: /s/ Melvyn Brunt

Melvyn Brunt

Chief Financial Officer and

Secretary