

SCHNITZER STEEL INDUSTRIES INC
Form SC 13G/A
February 12, 2004

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

Schnitzer Steel Industries, Inc.

(Name of Issuer)

Class A Common Stock, \$1 par value

(Title of Class of Securities)

806882 10 6

(CUSIP Number)

N/A

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-
1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Carol S. Lewis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X].
(b) [].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

1,000

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,422,546

7. SOLE DISPOSITIVE POWER

265,772

8. SHARED DISPOSITIVE POWER

313,188

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,423,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.1%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Emanuel Rose

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X].
(b) [].

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	1,400
NUMBER OF SHARES	6.	SHARED VOTING POWER	5,322,546
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER	69,616
	8.	SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,323,946

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kathleen Lewis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	5,322,546
	7.	SOLE DISPOSITIVE POWER	86,656
	8.	SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Marilyn S. Easley

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X].

(b) [].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

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0

NUMBER OF
SHARES
6. SHARED VOTING POWER
BENEFICIALLY
OWNED BY
EACH
5,384,856

REPORTING
PERSON
7. SOLE DISPOSITIVE POWER
WITH
329,128

8. SHARED DISPOSITIVE POWER
275,498

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,384,856

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / / .

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.9%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David S. Easley

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY

6. SHARED VOTING POWER

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OWNED BY 5,322,546
EACH -----
REPORTING 7. SOLE DISPOSITIVE POWER
PERSON
WITH 89,866

8. SHARED DISPOSITIVE POWER
9,766

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
26.6%

12. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Danielle Easley Nye

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X].
(b) [].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

5. SOLE VOTING POWER
0

NUMBER OF
SHARES 6. SHARED VOTING POWER
BENEFICIALLY 5,322,546
OWNED BY
EACH
REPORTING 7. SOLE DISPOSITIVE POWER
PERSON 65,502
WITH

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8. SHARED DISPOSITIVE POWER

9,766

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sean M. Easley

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,322,546

7. SOLE DISPOSITIVE POWER

54,612

8. SHARED DISPOSITIVE POWER

0

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gilbert Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,509,896

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

921,362

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,509,896

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Thelma S. Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,509,896

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

921,362

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,509,896

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.6%

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12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gary Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

18,772

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,431,546

7. SOLE DISPOSITIVE POWER

35,223

8. SHARED DISPOSITIVE POWER

109,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,450,318

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.2%

12. TYPE OF REPORTING PERSON*

IN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sandra Wilder

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,322,546

7. SOLE DISPOSITIVE POWER

589

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gregory Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

30,000

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,322,546

7. SOLE DISPOSITIVE POWER

66,464

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,352,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.8%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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Page 14 of 38

1. NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kenneth M. Novack

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	
			29,220
NUMBER OF			
SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			5,519,276
OWNED BY	7.	SOLE DISPOSITIVE POWER	
EACH			29,220
REPORTING	8.	SHARED DISPOSITIVE POWER	
PERSON			453,242
WITH			

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,548,496

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.7%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

13G

Page 15 of 38

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Deborah S. Novack

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .

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(b) [] .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,628,276

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

561,653

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,628,276

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / / .

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

28.2%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Melanie A. Novack

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X].
(b) [] .

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,322,546

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Lois T. Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

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5. SOLE VOTING POWER
2,820

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
6. SHARED VOTING POWER
5,382,546

7. SOLE DISPOSITIVE POWER
416,475

8. SHARED DISPOSITIVE POWER
60,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,385,366

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / / .

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
26.9%

12. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Rita S. Philip

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

5. SOLE VOTING POWER
0

NUMBER OF

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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	5,332,546

	7.	SOLE DISPOSITIVE POWER	0

	8.	SHARED DISPOSITIVE POWER	498,944

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,332,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.7%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robert W. Philip

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	171,218

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	6.	SHARED VOTING POWER	5,322,546

	7.	SOLE DISPOSITIVE POWER	

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PERSON WITH 171,218

8. SHARED DISPOSITIVE POWER

253,400

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,493,764

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.2%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Michele Babette Philip

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,322,546

7. SOLE DISPOSITIVE POWER

16,654

8. SHARED DISPOSITIVE POWER

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0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gayle S. Romain

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,365,396

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

466,295

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,365,396

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.8%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Laura H. Rosencrantz

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,322,546

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

13G

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bryan L. Rosencrantz

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

2,500

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,322,546

7. SOLE DISPOSITIVE POWER

16,647

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,325,046

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

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IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sandra Lee Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER
5,200

6. SHARED VOTING POWER
5,352,546

7. SOLE DISPOSITIVE POWER
190,928

8. SHARED DISPOSITIVE POWER
30,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,357,746

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.8%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mardi S. Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

1,200

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,352,546

7. SOLE DISPOSITIVE POWER

206,480

8. SHARED DISPOSITIVE POWER

72,865

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,353,746

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.8%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jill Schnitzer Edelson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	
			200
NUMBER OF			
SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			5,322,797
OWNED BY			
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING			200
PERSON			
WITH	8.	SHARED DISPOSITIVE POWER	
			305,304

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,997

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Richard H. Edelson

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	5,322,797
	7.	SOLE DISPOSITIVE POWER	0
	8.	SHARED DISPOSITIVE POWER	182,627

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,797

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dina S. Meier

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	5,325,396
	7.	SOLE DISPOSITIVE POWER	0
	8.	SHARED DISPOSITIVE POWER	295,185

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,325,396

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jean S. Reynolds

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S.

	5.	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER	5,372,546
	7.	SOLE DISPOSITIVE POWER	0
	8.	SHARED DISPOSITIVE POWER	427,862

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,372,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
26.9%

12. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Alan Scott Davis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X].
(b) [].

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

5. SOLE VOTING POWER

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0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6. SHARED VOTING POWER
5,322,546

7. SOLE DISPOSITIVE POWER
12,174

8. SHARED DISPOSITIVE POWER
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

N. Dickson Davis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY
6. SHARED VOTING POWER
5,322,546

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EACH
REPORTING
PERSON
WITH

7. SOLE DISPOSITIVE POWER

6,000

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Samantha Paige Davis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6. SHARED VOTING POWER

5,322,546

EACH
REPORTING
PERSON
WITH

7. SOLE DISPOSITIVE POWER

26,430

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8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,322,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

26.6%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dori Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .

(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,397,546

7. SOLE DISPOSITIVE POWER

518,532

8. SHARED DISPOSITIVE POWER

325,186

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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5,397,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.0%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 806882 10 6

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Susan Schnitzer

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

5,397,546

7. SOLE DISPOSITIVE POWER

338,452

8. SHARED DISPOSITIVE POWER

75,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,397,546

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.0%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer

Schnitzer Steel Industries, Inc. (the "Company")

Item 1(b). Address of Issuer's Principal Executive Offices

3200 NW Yeon Avenue
Portland, OR 97210

Item 2(a). Names of Persons Filing

Carol S. Lewis
Emanuel Rose
Kathleen Lewis
Marilyn S. Easley
David S. Easley
Danielle Easley Nye
Sean M. Easley
Gilbert Schnitzer
Thelma S. Schnitzer
Gary Schnitzer
Sandra Wilder
Gregory Schnitzer
Kenneth M. Novack
Deborah S. Novack
Melanie A. Novack
Lois T. Schnitzer
Rita S. Philip
Robert W. Philip
Michele Babette Philip
Gayle S. Romain
Laura H. Rosencrantz
Bryan L. Rosencrantz
Sandra Lee Schnitzer
Mardi S. Schnitzer
Jill Schnitzer Edleson
Richard H. Edelson
Dina S. Meier
Jean S. Reynolds
Alan Scott Davis
N. Dickson Davis
Samantha Paige Davis
Dori Schnitzer
Susan Schnitzer

Item 2(b). Address of Principal Business Office, or if none, Residence

For all Reporting Persons:

3200 NW Yeon Avenue
Portland, OR 97210

Item 2(c). Citizenship or Place of Organization

Each individual listed in Item 2(a) is a citizen of the United States.

Item 2(d). Title of Class of Securities

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Class A Common Stock, \$1 par value

Item 2(e). CUSIP NUMBER

806882 10 6

Item 3. Type of Reporting Person

Inapplicable

Item 4. Ownership

Pursuant to the terms of the Schnitzer Steel Industries, Inc. Restated Voting Trust and Buy-Sell Agreement dated March 26, 2001 (the "Schnitzer Trust Agreement"), the beneficial owners of 5,322,546 shares of Class B Common Stock of the Company have contributed those shares to the

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Schnitzer Steel Industries, Inc. Voting Trust (the "Schnitzer Trust"). The Schnitzer Trust is divided into four separate groups, one for each branch of the Schnitzer family. Carol S. Lewis, Dori Schnitzer, Gary Schnitzer, and Rita S. Philip are the four trustees of the Schnitzer Trust, and each is also the separate trustee for his or her separate family group. Pursuant to the Schnitzer Trust Agreement, the trustees as a group have the power to vote the shares held in the Schnitzer Trust and, in determining how the trust shares will be voted, each trustee separately has the number of votes equal to the number of shares held in trust for his or her family group.

The Reporting Persons are all beneficial owners of shares of Class B Common Stock contributed to the Schnitzer Trust. Each share of Class B Common Stock is convertible into one share of Class A Common Stock.

See Items 5 through 9 and 11 of the Cover Pages for the beneficial ownership of Class A Common Stock by each Reporting Person. All of the shares of Class A Common Stock reported in Items 5 through 9 and 11 of the Cover Pages are shares which may be acquired upon conversion of Class B Common Stock, except for the following shares of Class A Common Stock that are actually owned or subject to exercisable options:

Reporting Person	Class A Common Stock Actually Owned	Percent of Class	Sole Voting Power	Shared Voting Power
-----	-----	-----	-----	-----
1. Carol S. Lewis	21,000	0.2	1,000	20,000
2. Marilyn S. Easley	20,000	0.1	0	20,000
3. Gilbert Schnitzer	187,350	1.4	0	187,350
4. Thelma S. Schnitzer	187,350	1.4	0	187,350
5. Gary Schnitzer	18,772 (1)	0.1	18,772 (1)	0

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6.	Gregory Schnitzer	30,000	0.2	30,000	0
7.	Kenneth M. Novack	225,950 (2)	1.6	29,220 (2)	196,730
8.	Deborah S. Novack	196,730	1.4	0	196,730
9.	Lois T. Schnitzer	2,820	0.0	2,820	0
10.	Rita S. Philip	10,000	0.1	0	10,000
11.	Robert W. Philip	171,218 (3)	1.2	171,218 (3)	0
12.	Gayle S. Romain	12,850	0.1	0	12,850
13.	Bryan L. Rosencrantz	2,500	0.0	2,500	0
14.	Sandra Lee Schnitzer	5,200	0.0	5,200	0
15.	Mardi S. Schnitzer	1,200	0.0	1,200	0
16.	Jill Schnitzer Edelson	451	0.0	200	251
17.	Richard H. Edelson	251	0.0	0	251
18.	Dina S. Meier	2,850	0.0	0	2,850

-
- 1 Includes 16,172 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.
 - 2 Includes 29,220 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.
 - 3 Includes 171,118 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.

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Item 5. Ownership of Five Percent or Less of a Class

Inapplicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Inapplicable

Item 7. Identification and Classification of the
Subsidiary Which Acquired the Security Being
Reported on By the Parent Holding Company

Inapplicable

Item 8. Identification and Classification of Members of the Group

The Reporting Persons are required to file this Schedule pursuant to Rule 13d-1(d) and are filing a joint Schedule on behalf of all of them. Attached as Exhibit A to this Amendment No. 10 is the Schedule 13G Filing Agreement and Power of Attorney among the Reporting Persons which identifies each member of the group.

Item 9. Notice of Dissolution of Group

Inapplicable

Item 10. Certification

Inapplicable

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SIGNATURE

After reasonable inquiry and the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2004.

CAROL S. LEWIS
EMANUEL ROSE
KATHLEEN LEWIS
MARILYN S. EASLY
DAVID S. EASLY
DANIELLE EASLY NYE
SEAN M. EASLY
GILBERT SCHNITZER
THELMA S. SCHNITZER
GARY SCHNITZER
SANDRA WILDER
GREGORY SCHNITZER
KENNETH M. NOVACK
DEBORAH S. NOVACK
MELANIE A. NOVACK
LOIS T. SCHNITZER
RITA S. PHILIP
ROBERT W. PHILIP
MICHELE BABETTE PHILIP
GAYLE S. ROMAIN
LAURA H. ROSENCRANTZ

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BRYAN L. ROSENCRANTZ
SANDRA LEE SCHNITZER
MARDI S. SCHNITZER
JILL SCHNITZER EDELSON
RICHARD H. EDELSON
DINA S. MEIER
JEAN S. REYNOLDS
ALAN SCOTT DAVIS
N. DICKSON DAVIS
SAMANTHA PAIGE DAVIS
DORI SCHNITZER
SUSAN SCHNITZER

By /s/ Charles A. Ford

Charles A. Ford, Attorney-in-Fact
for all Reporting Persons

SCHNITZER STEEL INDUSTRIES, INC.

SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY

This SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY (the "Agreement") is entered into as of March 31, 1994 by and among the undersigned beneficial owners (the "Beneficial Owners") of Common Stock of Schnitzer Steel Industries, Inc. (the "Company").

WHEREAS, the Beneficial Owners have sole or shared voting or dispositive power over an aggregate of 4,728,249 shares of Class B Common Stock of the Company deposited in the Schnitzer Steel Industries, Inc. Voting Trust (the "Voting Trust"), which shares are convertible into Class A Common Stock of the Company representing more than five percent of the outstanding Class A Common Stock; and

WHEREAS, as a result of their participation in the Voting Trust, the Beneficial Owners may be deemed to be a group required to file a Schedule 13G and annual amendments thereto with the Securities and Exchange Commission to report their beneficial ownership of shares of Class A Common Stock, and the Beneficial Owners desire to jointly file such Schedule 13G and any amendments thereto;

NOW, THEREFORE, the Beneficial Owners agree as follows:

1. Joint Filing Agreement. The Beneficial Owners hereby agree that the -----
Schedule 13G reporting their beneficial ownership as of December 31, 1993 of Class A Common Stock of the Company is, and any amendments thereto or any future Schedule 13Gs or amendments thereto signed by each of the undersigned personally or through an attorney-in-fact shall be, filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

2. Power of Attorney. Each Beneficial Owner hereby constitutes and -----
appoints Kenneth M. Novack, Edgar C. Shanks and Charles A. Ford, and any one of them, as his or her true and lawful attorney, agent and attorney-in-fact for the purpose of executing and delivering in the name and on behalf of the undersigned all documents required to be filed with the Securities and Exchange Commission pursuant to Section 13(g) of the Securities Exchange Act of 1934 in connection with the reporting of beneficial ownership by the undersigned of Class A Common Stock of the Company, including specifically, but without limitation thereto, power and authority to sign the undersigned's name as attorney-in-fact to a Schedule 13G to be filed to report beneficial ownership as of December 31, 1993 of Class A Common Stock of the Company and to any amendments thereto, and to any future Schedule 13G or amendments thereto as may

SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY - PAGE 1

be required under the Securities Exchange Act of 1934, and to any joint filing agreements among the undersigned relating to such documents, and to file any

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such statement, amendment or agreement with the Securities and Exchange Commission. The undersigned ratifies and confirms all that such attorney and agent shall do or cause to be done by virtue hereof.

3. Additional Parties. Any person who becomes a beneficial owner (as -----
defined in Rule 13d-3 under the Securities Exchange Act of 1934) of shares of Class B Common Stock of the Company deposited in the Voting Trust may, by execution of a counterpart signature page to this Agreement, become a party to this Agreement. Each Beneficial Owner consents and agrees to the automatic amendment of this Agreement to add as a party any such person who shall thereafter be considered a Beneficial Owner under this Agreement.

4. Counterparts. This Agreement may be executed in one or more -----
counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute only one legal instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

MANUEL SCHNITZER

Manuel Schnitzer

EDITH SCHNITZER

Edith Schnitzer

CAROL S. LEWIS

Carol S. Lewis

SCOTT LEWIS

Scott Lewis

LARRY LEWIS

Larry Lewis

SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY - PAGE 2

KATHLEEN LEWIS

Kathleen Lewis

MARILYN S. EASLY

Marilyn S. Easly

DAVID S. EASLY

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David S. Easley

DANIELLE C. EASLY

Danielle C. Easley

SEAN M. EASLY

Sean M. Easley

GILBERT SCHNITZER

Gilbert Schnitzer

THELMA S. SCHNITZER

Thelma S. Schnitzer

GARY SCHNITZER

Gary Schnitzer

ANDREA SCHNITZER

Andrea Schnitzer

GREGORY SCHNITZER

Gregory Schnitzer

KENNETH M. NOVACK

Kenneth M. Novack

SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY - PAGE 3

DEBORAH S. NOVACK

Deborah S. Novack

MELANIE A. NOVACK

Melanie A. Novack

LEONARD SCHNITZER

Leonard Schnitzer

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LOIS T. SCHNITZER

Lois T. Schnitzer

RITA S. PHILIP

Rita S. Philip

GAYLE S. ROMAIN

Gayle S. Romain

LAWRENCE ROSENCRANTZ

Lawrence Rosencrantz

BRYAN L. ROSENCRANTZ

Bryan L. Rosencrantz

SANDRA LEE SCHNITZER

Sandra Lee Schnitzer

MARDI S. SCHNITZER

Mardi S. Schnitzer

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JILL SCHNITZER EDELSON

Jill Schnitzer Edelson

DINA EVAN SCHNITZER

Dina Evan Schnitzer

MILDRED SCHNITZER

Mildred Schnitzer

JEAN S. REYNOLDS

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N. DICKSON DAVIS

N. Dickson Davis

DORI SCHNITZER

Dori Schnitzer

SUSAN SCHNITZER

Susan Schnitzer

First Interstate Bank of Oregon,
N.A.

By APRIL D. SANDERSON

April D. Sanderson
Vice President and Area Manager

PARTIES ADDED PURSUANT TO SECTION 3 FOR 12/31/94 SCHEDULE 13G:

ROBERT W. PHILIP

Robert W. Philip

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LAURA H. ROSENCRANTZ

Laura H. Rosencrantz

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/95 SCHEDULE 13G:

RICHARD H. EDELSON

Richard H. Edelson

PARTIES ADDED PURSUANT TO SECTION 3 FOR 12/31/96 SCHEDULE 13G:

SAMANTHA PAIGE DAVIS

Samantha Paige Davis

MICHELE BABETTE PHILIP

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Michele Babette Philip

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/97 SCHEDULE 13G:

EMANUEL ROSE

Emanuel Rose

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/98 SCHEDULE 13G:

ALAN SCOTT DAVIS

Alan Scott Davis

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/03 SCHEDULE 13G:

SANDRA WILDER

Sandra Wilder

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