

SCHNITZER STEEL INDUSTRIES INC  
Form SC 13G/A  
February 09, 2007

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 13)\*

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).

CUSIP No. 806882 10 6

13G

Page 2 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Carol S. Lewis

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

13,500  
**6** SHARED VOTING POWER

7,020,971

**7** SOLE DISPOSITIVE POWER

498,549  
**8** SHARED DISPOSITIVE POWER

30,000

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,034,471

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.9%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**



CUSIP No. 806882 10 6

13G

Page 3 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scott Lewis

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) x  
(b) o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

78,845

**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

117,369

**8** SHARED DISPOSITIVE POWER

0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,069,816

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.0%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 4 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 2,100  
**6** SHARED VOTING POWER

- 6,990,971  
**7** SOLE DISPOSITIVE POWER

- 105,900  
**8** SHARED DISPOSITIVE POWER

0

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,993,071

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 5 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 0  
**6** SHARED VOTING POWER

6,990,971

- 7** SOLE DISPOSITIVE POWER

121,484

- 8** SHARED DISPOSITIVE POWER

0

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 6 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 0  
**6** SHARED VOTING POWER

7,054,436

- 7** SOLE DISPOSITIVE POWER

528,281

- 8** SHARED DISPOSITIVE POWER

63,465

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,054,436

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.0%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 7 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0

**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

100,799

**8** SHARED DISPOSITIVE POWER

20,651

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**



CUSIP No. 806882 10 6

13G

Page 8 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

7,500

**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

95,127

**8** SHARED DISPOSITIVE POWER

20,651

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,998,471

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 9 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

70,918

**8** SHARED DISPOSITIVE POWER

0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 10 of 39 Pages

**1 NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S.

**5 SOLE VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6 SHARED VOTING POWER**

6,990,971

**7 SOLE DISPOSITIVE POWER**

0  
**8 SHARED DISPOSITIVE POWER**

882,222

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
6,990,971

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***  o

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

22.8%

**12 TYPE OF REPORTING PERSON\***  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 11 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 0  
**6** SHARED VOTING POWER

6,990,971

- 7** SOLE DISPOSITIVE POWER

0

- 8** SHARED DISPOSITIVE POWER

882,222

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 12 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 69,332  
**6** SHARED VOTING POWER

- 6,990,971  
**7** SOLE DISPOSITIVE POWER

- 69,332  
**8** SHARED DISPOSITIVE POWER

1,000

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,060,303

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.9%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 13 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

920

**8** SHARED DISPOSITIVE POWER

0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 14 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

25,000  
**6** SHARED VOTING POWER

6,990,971  
**7** SOLE DISPOSITIVE POWER

80,233  
**8** SHARED DISPOSITIVE POWER

0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,015,971

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 15 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

23,950  
**6** SHARED VOTING POWER

6,990,971  
**7** SOLE DISPOSITIVE POWER

23,950  
**8** SHARED DISPOSITIVE POWER

312,451

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,014,921

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**



CUSIP No. 806882 10 6

13G

Page 16 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

0  
**8** SHARED DISPOSITIVE POWER

312,031

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 17 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 0  
**6** SHARED VOTING POWER

7,080,971

- 7** SOLE DISPOSITIVE POWER

277,435

- 8** SHARED DISPOSITIVE POWER

90,000

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,080,971

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.1%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 18 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 0  
**6** SHARED VOTING POWER

7,006,905

- 7** SOLE DISPOSITIVE POWER

0

- 8** SHARED DISPOSITIVE POWER

773,690

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,006,905

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 19 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

139,915  
**6** SHARED VOTING POWER

6,990,971  
**7** SOLE DISPOSITIVE POWER

139,915  
**8** SHARED DISPOSITIVE POWER

423,901

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,130,886

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.2%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 20 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Michele P. Rubin

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

8,358

**8** SHARED DISPOSITIVE POWER

0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 21 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Joshua H. Philip

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

919

**8** SHARED DISPOSITIVE POWER

0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 22 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6** SHARED VOTING POWER

7,055,051

**7** SOLE DISPOSITIVE POWER

0

**8** SHARED DISPOSITIVE POWER

724,557

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,055,051

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.0%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 23 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

2,250  
**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

23,470  
**8** SHARED DISPOSITIVE POWER

0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,993,221

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**





CUSIP No. 806882 10 6

13G

Page 24 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Laura Schnitzer Rosencrantz

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

10,389

**8** SHARED DISPOSITIVE POWER

0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 25 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 7,800  
**6** SHARED VOTING POWER

- 7,035,971  
**7** SOLE DISPOSITIVE POWER

- 330,777  
**8** SHARED DISPOSITIVE POWER

45,000

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,043,771

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.9%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 26 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 13,300  
**6** SHARED VOTING POWER

- 7,035,971  
**7** SOLE DISPOSITIVE POWER

- 289,333  
**8** SHARED DISPOSITIVE POWER

111,695

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,049,271

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.9%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 27 of 39 Pages

**1 NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S.

**5 SOLE VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

300  
**6 SHARED VOTING POWER**

6,992,100

**7 SOLE DISPOSITIVE POWER**

300  
**8 SHARED DISPOSITIVE POWER**

380,176

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
6,992,400

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***  o

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

22.8%

**12 TYPE OF REPORTING PERSON\***  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 28 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Richard H. Edelson

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6** SHARED VOTING POWER

6,990,971

**7** SOLE DISPOSITIVE POWER

0  
**8** SHARED DISPOSITIVE POWER

225,864

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,990,971

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 29 of 39 Pages

**1 NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S.

**5 SOLE VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6 SHARED VOTING POWER**

6,995,246

**7 SOLE DISPOSITIVE POWER**

0  
**8 SHARED DISPOSITIVE POWER**

462,614

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
6,995,246

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***  o

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

22.8%

**12 TYPE OF REPORTING PERSON\***  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 30 of 39 Pages

**1** NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Eric Meier

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  x  
(b)  o

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

**5** SOLE VOTING POWER

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6** SHARED VOTING POWER

6,995,246

**7** SOLE DISPOSITIVE POWER

0  
**8** SHARED DISPOSITIVE POWER

356,322

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,995,246

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.8%

**12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**



CUSIP No. 806882 10 6

13G

Page 31 of 39 Pages

**1 NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S.

**5 SOLE VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

4,700  
**6 SHARED VOTING POWER**

7,076,271

**7 SOLE DISPOSITIVE POWER**

83,207

**8 SHARED DISPOSITIVE POWER**

400,579

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,080,971**

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\***

o

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

23.1%

**12 TYPE OF REPORTING PERSON\*  
IN**

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 32 of 39 Pages

**1 NAMES OF REPORTING PERSONS  
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)  o

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S.

**5 SOLE VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6 SHARED VOTING POWER**

6,990,971

**7 SOLE DISPOSITIVE POWER**

18,261

**8 SHARED DISPOSITIVE POWER**

0

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
6,990,971

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***  o

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

22.8%

**12 TYPE OF REPORTING PERSON\***  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 33 of 39 Pages

**1 NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

**3 SEC USE ONLY**

**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S.

**5 SOLE VOTING POWER**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:**

0  
**6 SHARED VOTING POWER**

6,990,971

**7 SOLE DISPOSITIVE POWER**

104,652

**8 SHARED DISPOSITIVE POWER**

0

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**  
6,990,971

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\***  o

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

22.8%

**12 TYPE OF REPORTING PERSON\***  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 34 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 0  
**6** SHARED VOTING POWER

7,113,771

- 7** SOLE DISPOSITIVE POWER

786,798

- 8** SHARED DISPOSITIVE POWER

438,079

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,113,771

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.2%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 806882 10 6

13G

Page 35 of 39 Pages

- 1** NAMES OF REPORTING PERSONS  
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)  x  
(b)  o

- 3** SEC USE ONLY

- 4** CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

- 5** SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

- 0  
**6** SHARED VOTING POWER

7,103,471

- 7** SOLE DISPOSITIVE POWER

507,678

- 8** SHARED DISPOSITIVE POWER

112,500

- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,103,471

- 10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  o

- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

23.1%

- 12** TYPE OF REPORTING PERSON\*  
IN

**\* SEE INSTRUCTIONS BEFORE FILLING OUT!**

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

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 6,990,971 shares of Class B Common Stock of the Company have contributed those shares to the

Page 36 of 39

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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	Sole Dispositive Power	Shared Dispositive Power
1. Carol S. Lewis	13,500	0.1	13,500	0	13,500	0
2. Scott Lewis	78,845 <sup>1</sup>	0.3	78,845 <sup>1</sup>	0	78,845 <sup>1</sup>	0
3. Danielle Easley Nye	7,500	0.0	7,500	0	7,500	0
4. Gary Schnitzer	69,332 <sup>2</sup>	0.3	69,332 <sup>2</sup>	0	69,332 <sup>2</sup>	0
5. Gregory Schnitzer	25,000	0.1	25,000	0	25,000	0
6. Kenneth M. Novack	23,950 <sup>3</sup>	0.1	23,950 <sup>3</sup>	0	23,950 <sup>3</sup>	0
7. Rita S. Philip	15,934	0.1	0	15,934	0	15,934
8. Robert W. Philip	139,915	0.6	139,915	0	139,915	0
9. Gayle S. Romain	19,080	0.1	0	19,080	0	19,080
10. Bryan L. Rosencrantz	2,250	0.0	2,250	0	2,250	0
11. Sandra Lee Schnitzer	7,800	0.0	7,800	0	7,800	0
12. Mardi S. Schnitzer	13,300	0.1	13,300	0	13,300	0
13. Jill Schnitzer Edelson	1,429	0.0	1,429	0	1,429	0
14. Dina S. Meier	4,275	0.0	0	4,275	0	4,275
15. Eric Meier	4,275	0.0	0	4,275	0	4,275
16. Jean S. Reynolds	15,000 <sup>1</sup>	0.1	4,700 <sup>1</sup>	10,300	4,700 <sup>1</sup>	10,300
17. Dori Schnitzer	19,300	0.1	9,000	10,300	9,000	10,300

<sup>1</sup> Includes 2,700 shares subject to exercisable options under the Company’s 1993 Stock Incentive Plan.

<sup>2</sup> Includes 65,432 shares subject to exercisable options under the Company’s 1993 Stock Incentive Plan.

<sup>3</sup> Includes 23,950 shares subject to exercisable options under the Company’s 1993 Stock Incentive Plan.



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. 13 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

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 9, 2007.

CAROL S. LEWIS  
SCOTT 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

LOIS T. SCHNITZER  
RITA S. PHILIP  
ROBERT W. PHILIP  
MICHELE P. RUBIN  
JOSHUA H. PHILIP  
GAYLE S. ROMAIN

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

By: /s/ RICHARD C. JOSEPHSON

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Richard C. Josephson, Attorney-in-Fact  
for all Reporting Persons

