

NOVACK KENNETH M  
Form SC 13G/A  
February 14, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 17)\*

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

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1 NAMES OF REPORTING PERSONS

Carol S. Lewis

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

211,872

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

2,796,180

SOLE DISPOSITIVE POWER

PERSON

7

211,872

SHARED DISPOSITIVE POWER

WITH

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 3,008,052

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.9%

TYPE OF REPORTING PERSON\*

12

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Scott Lewis

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF 97,800.707

SHARES SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 2,796,180

EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 97,983.707

WITH SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,893,980.707

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

10

o

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

10.5%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Larry Lewis

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

220,000

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY  
EACH

2,796,180

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON  
WITH

240,182

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 3,016,180

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

10

o

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

11.0%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Kathleen Lewis

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

2,796,180

SOLE DISPOSITIVE POWER

PERSON WITH

7

83,077

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Marilyn S. Easley

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

153,401

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

2,832,645

SOLE DISPOSITIVE POWER

PERSON WITH

7

153,401

SHARED DISPOSITIVE POWER

8

36,465

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,986,046

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

10

o

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

10.9%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

David S. Easley

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

2,796,180

SOLE DISPOSITIVE POWER

PERSON WITH

7

49,838

SHARED DISPOSITIVE POWER

8

40,068

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Danielle Easley Nye

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES 35,597

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 2,796,180

SOLE DISPOSITIVE POWER

EACH 7

REPORTING PERSON 35,597

SHARED DISPOSITIVE POWER

WITH 8

40,068

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,831,777

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

10 o

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

10.3%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



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1 NAMES OF REPORTING PERSONS

Sean M. Easley

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES 50,340

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY  
EACH 2,796,180

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 54,340

WITH SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,846,520

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

10

o

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

10.4%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Gary Schnitzer

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF SHARES

29,591

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6

2,821,513

SOLE DISPOSITIVE POWER

7

29,591

SHARED DISPOSITIVE POWER

8

25,333

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,851,104

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

10

o

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

10.4%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Gregory Schnitzer

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF SHARES

48,597

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6

2,796,180

SOLE DISPOSITIVE POWER

7

48,597

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,844,777

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

10

o

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

10.4%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Kenneth M. Novack

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF 41,416.547

SHARES SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 3,080,408

EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 41,416.547

WITH SHARED DISPOSITIVE POWER

8

284,228

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 3,121,824.547

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

10

o

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

11.3%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Deborah S. Novack

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING  
PERSON

3,104,321

SOLE DISPOSITIVE POWER

WITH

7

SHARED DISPOSITIVE POWER

8

308,141

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 3,104,321

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

10

o

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

11.3%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Kevin P. Novack

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

8,766

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

2,796,180

SOLE DISPOSITIVE POWER

EACH  
REPORTING

7

PERSON

8,766

WITH SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,804,946

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Lois T. Schnitzer

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

2,796,180

SOLE DISPOSITIVE POWER

PERSON WITH

7

105,784

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Rita S. Philip

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

2,946,180

SOLE DISPOSITIVE POWER

EACH  
REPORTING  
PERSON

7

0

SHARED DISPOSITIVE POWER

WITH

8

346,576

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,946,180

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

10

o

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

10.7%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



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1 NAMES OF REPORTING PERSONS

Robert W. Philip

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH

2,946,180

SOLE DISPOSITIVE POWER

REPORTING PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

298,310

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,946,180

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

10

o

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

10.7%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Michele B. Philip

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

2,796,180

SOLE DISPOSITIVE POWER

PERSON WITH

7

12,128

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Joshua H. Philip

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

7

2,796,180

SOLE DISPOSITIVE POWER

PERSON  
WITH

8

1,497

SHARED DISPOSITIVE POWER

9

1,126

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Gayle S. Romain

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF SHARES

64,805

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6

2,796,180

SOLE DISPOSITIVE POWER

7

204,805

SHARED DISPOSITIVE POWER

8

261,018

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,860,985

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

10

o

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

10.4%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Bryan L. Rosencrantz

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

1,150

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY  
EACH

2,796,180

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON  
WITH

32,735

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,797,330

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

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1 NAMES OF REPORTING PERSONS

Laura Schnitzer Rosencrantz

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH

2,796,180

SOLE DISPOSITIVE POWER

REPORTING

7

PERSON

10,389

WITH

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

Sandra Lee Schnitzer

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

27,000

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH

2,796,180

SOLE DISPOSITIVE POWER

REPORTING PERSON

7

WITH

150,477

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,823,180

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

10

o

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

10.3%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

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1 NAMES OF REPORTING PERSONS

Mardi S. Schnitzer

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF SHARES

25,200

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6

2,832,180

SOLE DISPOSITIVE POWER

7

174,940

SHARED DISPOSITIVE POWER

8

93,158

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,857,380

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

10

o

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

10.4%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



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1 NAMES OF REPORTING PERSONS

Jill Schnitzer Edelson

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

8,659.707

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

2,841,180

SOLE DISPOSITIVE POWER

EACH REPORTING

7

PERSON

55,729.707

WITH

SHARED DISPOSITIVE POWER

8

263,366

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,849,839.707

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

10

o

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

10.4%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

Page 26 of 40 Pages

1 NAMES OF REPORTING PERSONS

Richard H. Edelson

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

2,796,180

SOLE DISPOSITIVE POWER

PERSON WITH

7

0

SHARED DISPOSITIVE POWER

8

128,794

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

Page 27 of 40 Pages

1 NAMES OF REPORTING PERSONS

Dina S. Meier

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

2,841,180

SOLE DISPOSITIVE POWER

EACH REPORTING

7

41,772

PERSON WITH

8

SHARED DISPOSITIVE POWER

335,602

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,841,180

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

10

o

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

10.3%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

Page 28 of 40 Pages

1 NAMES OF REPORTING PERSONS

Eric Meier

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH

2,796,180

SOLE DISPOSITIVE POWER

REPORTING PERSON

7

WITH

0

SHARED DISPOSITIVE POWER

8

213,482

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

Page 29 of 40 Pages

1 NAMES OF REPORTING PERSONS

Jean S. Reynolds

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

8,359.707

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY  
EACH

2,836,831

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON  
WITH

8,359.707

SHARED DISPOSITIVE POWER

8

148,968

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,845,190.707

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

10

o

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

10.4%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

Page 30 of 40 Pages

1 NAMES OF REPORTING PERSONS

Alan Scott Davis

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

1,000

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY  
EACH

2,796,180

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON  
WITH

128,610

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,797,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

Page 31 of 40 Pages

1 NAMES OF REPORTING PERSONS

Samantha Paige Goldstone (formerly Samantha Paige Davis)

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

1,000

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH

2,796,180

SOLE DISPOSITIVE POWER

REPORTING PERSON

7

WITH

117,493

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,797,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

Page 32 of 40 Pages

1 NAMES OF REPORTING PERSONS

Dori Schnitzer

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF SHARES

8,232

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6

2,884,331

SOLE DISPOSITIVE POWER

7

581,030

SHARED DISPOSITIVE POWER

8

196,468

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,892,563

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

10

o

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

10.5%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!



CUSIP No. 806882 10 6

13G

Page 33 of 40 Pages

1 NAMES OF REPORTING PERSONS

Susan Schnitzer

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF 45,000

SHARES SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 2,873,680

EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 321,675

WITH SHARED DISPOSITIVE POWER

8

77,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,918,680

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

10

o

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

10.6%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

Page 34 of 40 Pages

1 NAMES OF REPORTING PERSONS

Matthew S. Goodman

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

2,796,180

SOLE DISPOSITIVE POWER

PERSON  
WITH

7

2,001

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

Page 35 of 40 Pages

1 NAMES OF REPORTING PERSONS

Whitney M. Goodman

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH  
REPORTING

2,796,180

SOLE DISPOSITIVE POWER

PERSON WITH

7

2,001

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

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1 NAMES OF REPORTING PERSONS

Stephen S. Goodman

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

2

(a)x

(b)o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

SOLE VOTING POWER

5

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

EACH

2,796,180

SOLE DISPOSITIVE POWER

REPORTING PERSON

7

WITH

2,001

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,796,180

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

10

o

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

10.2%

12 TYPE OF REPORTING PERSON\*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 806882 10 6

13G

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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	Gayle S. Romain
Scott Lewis	Bryan L. Rosencrantz
Larry Lewis	Laura Schnitzer Rosencrantz
Kathleen Lewis	Sandra Lee Schnitzer
Marilyn S. Easley	Mardi S. Schnitzer
David S. Easley	Jill Schnitzer Edelson
Danielle Easley Nye	Richard H. Edelson
Sean M. Easley	Dina S. Meier
Gary Schnitzer	Eric Meier
Gregory Schnitzer	Jean S. Reynolds
Kenneth M. Novack	Alan Scott Davis
Deborah S. Novack	Samantha Paige Goldstone (formerly Davis)
Kevin P. Novack	Dori Schnitzer
Lois T. Schnitzer	Susan Schnitzer
Rita S. Philip	Matthew S. Goodman
Robert W. Philip	Whitney M. Goodman
Michele B. Philip	Stephen S. Goodman
Joshua H. Philip	

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 2,796,180 shares of Class B Common Stock of the Company have contributed those shares to the 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

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## Item 4. Ownership

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, subject to exercisable options or credited to accounts under the Company's Deferred Compensation Plan for Non-Employee Directors ("Director's DCP"):

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	211,872	0.9	211,872	0	211,872	0
2. Scott Lewis	97,800.7071	0.4	97,800.7071	0	97,800.7071	0
3. Marilyn S. Easley	153,401	0.6	153,401	0	153,401	0
4. Danielle Easley Nye	35,597	0.1	35,597	0	35,597	0
5. Sean M. Easley	50,340	0.2	50,340	0	50,340	0
6. Gary Schnitzer	54,9242	0.2	29,5912	25,333	29,5912	25,333
7. Gregory Schnitzer	48,597	0.2	48,597	0	48,597	0
8. Kenneth M. Novack	325,644.5473	1.3	41,416.5473	284,228	41,416.5473	284,228
9. Deborah S. Novack	308,141	1.3	0	308,141	0	308,141
10. Kevin P. Novack	8,766	0.0	8,766	0	8,766	0
11. Rita S. Philip	150,000	0.6	0	150,000	0	150,000
12. Robert W. Philip	150,000	0.6	0	150,000	0	150,000
13. Gayle S. Romain	64,805	0.3	64,805	0	64,805	0
14. Bryan L. Rosencrantz	1,150	0.0	1,150	0	1,150	0
15. Sandra Lee Schnitzer	27,000	0.1	27,000	0	27,000	0
16. Mardi S. Schnitzer	25,200	0.1	25,200	0	25,200	0
17. Jill Schnitzer Edelson	8,659.7074	0.0	8,659.7074	0	8,659.7074	0
18. Jean S. Reynolds	9,010.7074	0.0	8,359.7074	651	8,359.7074	651
19. Alan Scott Davis	1,000	0.0	1,000	0	1,000	0
20. Samantha Paige Goldstone	1,000	0.0	1,000	0	1,000	0
21. Dori Schnitzer	8,883	0.0	8,232	651	8,232	651
22. Susan Schnitzer	52,000	0.2	45,000	7,000	45,000	7,000

1 Includes 9,000 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan and 8,359.707 shares credited to an account under the Director's DCP.

2 Includes 20,856 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.

3 Includes 30,250 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan and 11,166.547 shares credited to an account under the Director's DCP.

4 Includes 8,359.707 shares credited to an account under the Director's DCP.



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13G

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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. 17 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 14, 2011

CAROL S. LEWIS  
SCOTT LEWIS  
LARRY LEWIS  
KATHLEEN LEWIS  
MARILYN S. EASLY  
DAVID S. EASLY  
DANIELLE EASLY NYE  
SEAN M. EASLY  
GARY SCHNITZER  
GREGORY SCHNITZER  
KENNETH M. NOVACK

DEBORAH S. NOVACK  
KEVIN P. NOVACK  
LOIS T. SCHNITZER  
RITA S. PHILIP  
ROBERT W. PHILIP  
MICHELE B. PHILIP  
JOSHUA H. PHILIP  
GAYLE S. ROMAIN  
BRYAN L. ROSENCRANTZ  
LAURA SCHNITZER ROSENCRANTZ  
SANDRA LEE SCHNITZER

CUSIP No. 806882 10 6

13G

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MARDI S. SCHNITZER  
JILL SCHNITZER EDELSON  
RICHARD H. EDELSON  
DINA S. MEIER  
ERIC MEIER  
JEAN S. REYNOLDS  
ALAN SCOTT DAVIS  
SAMANTHA PAIGE GOLDSTONE  
DORI SCHNITZER  
SUSAN SCHNITZER  
MATTHEW S. GOODMAN  
WHITNEY M. GOODMAN  
STEPHEN S. GOODMAN

By /s/ Richard C. Josephson

---

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

SCHNITZER STEEL INDUSTRIES, INC.

AMENDED AND RESTATED  
SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY

This AMENDED AND RESTATED SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY (the "Agreement") is entered into as of December 31, 2005 by and among the undersigned beneficial owners (the "Beneficial Owners") of Class B 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 7,115,171 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;

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; and

WHEREAS, the Beneficial Owners are parties to that certain Schedule 13G Filing Agreement And Power Of Attorney dated as of March 31, 1994, as amended (the "Prior Agreement"), pursuant to which an original Schedule 13G reporting beneficial ownership as of December 31, 1993 and 11 annual amendments thereto were filed, and now desire to update, amend and restate the Prior Agreement;

NOW, THEREFORE, the Beneficial Owners agree to amend and restate the Prior Agreement as follows:

1. Joint Filing Agreement. The Beneficial Owners hereby agree that Amendment No. 12 to Schedule 13G to be filed to report their beneficial ownership as of December 31, 2005 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(k) under the Securities Exchange Act of 1934.

2. Power of Attorney. Each Beneficial Owner hereby constitutes and appoints John D. Carter, Richard Josephson, Gregory J. Witherspoon, Kelly Lang and Vicki Piersall, 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 Amendment No. 12 to Schedule 13G to be filed to report beneficial ownership as of

December 31, 2005 of Class A Common Stock of the Company and to any amendments thereto, and to any future Schedule 13G or amendments thereto as may 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 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.

CAROL S. LEWIS

---

Carol S. Lewis

EMANUEL ROSE

---

Emanuel Rose

KATHLEEN LEWIS

---

Kathleen Lewis

MARILYN S. EASLY

---

Marilyn S. Easley

DAVID S. EASLY

---

David S. Easley

DANIELLE EASLY NYE

---

Danielle Easley Nye

SEAN M. EASLY

Sean M. Easley

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

---

GILBERT SCHNITZER

---

Gilbert Schnitzer

THELMA S. SCHNITZER

---

Thelma S. Schnitzer

GARY SCHNITZER

---

Gary Schnitzer

SANDRA WILDER

---

Sandra Wilder

GREGORY SCHNITZER

---

Gregory Schnitzer

KENNETH M. NOVACK

---

Kenneth M. Novack

DEBORAH S. NOVACK

---

Deborah S. Novack

LOIS T. SCHNITZER

---

Lois T. Schnitzer

RITA S. PHILIP

---

Rita S. Philip

ROBERT W. PHILIP

---

Robert W. Philip

MICHELE BABETTE PHILIP

---

Michele Babette Philip

GAYLE S. ROMAIN

---

Gayle S. Romain

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

---



BRYAN L. ROSENCRANTZ

---

Bryan L. Rosencrantz

SANDRA LEE SCHNITZER

---

Sandra Lee Schnitzer

MARDI S. SCHNITZER

---

Mardi S. Schnitzer

JILL SCHNITZER EDELSON

---

Jill Schnitzer Edelson

RICHARD H. EDELSON

---

Richard H. Edelson

DINA S. MEIER

---

Dina S. Meier

ERIC MEIER

---

Eric Meier

JEAN S. REYNOLDS

---

Jean S. Reynolds

ALAN SCOTT DAVIS

---

Alan Scott Davis

SAMANTHA PAIGE DAVIS

---

Samantha Paige Davis

DORI SCHNITZER

---

Dori Schnitzer

SUSAN SCHNITZER

---

Susan Schnitzer

SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY - PAGE 4

---

JOSHUA H. PHILIP

---

Joshua H. Philip

PARTIES ADDED PURSUANT TO SECTION 3 FOR 12/31/06 SCHEDULE 13G:

SCOTT LEWIS

---

Scott Lewis

LAURA SCHNITZER ROSENCRANTZ

---

Laura Schnitzer Rosencrantz

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/08 SCHEDULE 13G:

LARRY LEWIS

---

Larry Lewis

PARTIES ADDED PURSUANT TO SECTION 3 FOR 12/31/10 SCHEDULE 13G:

KEVIN P. NOVACK

---

Kevin P. Novack

MATTHEW S. GOODMAN

---

Matthew S. Goodman

WHITNEY M. GOODMAN

---

Whitney M. Goodman

STEPHEN S. GOODMAN

---

Stephen S. Goodman

SCHEDULE 13G FILING AGREEMENT AND POWER OF ATTORNEY - PAGE 5