PHILIP ROBERT W Form SC 13G/A February 06, 2003

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934 (Amendment No. 9)*
SCHNITZER STEEL INDUSTRIES, INC.
(Name of Issuer)
Class A Common Stock, \$1 par value
(Title of Class of Securities)
806882 10 6
(CUSIP Number)
NA
(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) [X] 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).
Page 1 of 41

1

	IP No. 806882 10 6		13G	Page 2 of 41 Pages	
 1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICAT	CION NO. C	DF ABOVE PERSON		
 2.	CHECK THE APPROPRIATE BOX	IF A MEME	•) [x].) [_].	
 3.	SEC USE ONLY				
1.	CITIZENSHIP OR PLACE OF OF	RGANIZATIO	NO		
	U.S.				
		5.	SOLE VOTING PO	WER	
			0		
	NUMBER OF SHARES	6.	SHARED VOTING	 Power	
	BENEFICIALLY OWNED BY EACH REPORTING PERSON		3,499,638		
		7.			
		, .	306,014		
	WITH				
		8.	SHARED DISPOSI	TIVE POWER	
			0		
	AGGREGATE AMOUNT BENEFICIA	ALLY OWNE	BY EACH REPORTIN	G PERSON	
	3,499,638				
	CHECK BOX IF THE AGGREGATE	E AMOUNT 1	IN ROW (9) EXCLUDE	S CERTAIN SHARES* / /.	
10.					
	PERCENT OF CLASS REPRESENT				
1.	PERCENT OF CLASS REPRESENT				
 l1.	PERCENT OF CLASS REPRESENT 38.0% TYPE OF REPORTING PERSON*				
1.	PERCENT OF CLASS REPRESENT 38.0% TYPE OF REPORTING PERSON* IN				
.1.	PERCENT OF CLASS REPRESENT 38.0% TYPE OF REPORTING PERSON* IN	TRUCTION	BEFORE FILLING OU		
 11.	PERCENT OF CLASS REPRESENT 38.0% TYPE OF REPORTING PERSON* IN	TRUCTION			

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]. ______ 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION U.S. 5. SOLE VOTING POWER NUMBER OF SHARES 6. SHARED VOTING POWER BENEFICIALLY 3,559,638 OWNED BY EACH 7. SOLE DISPOSITIVE POWER REPORTING PERSON WITH 127,094 _____ SHARED DISPOSITIVE POWER 60,000 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,559,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.7% 12. TYPE OF REPORTING PERSON* ΙN *SEE INSTRUCTION BEFORE FILLING OUT! Page 3 of 41 CUSIP No. 806882 10 6 13G Page 4 of 41 Pages -----1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

Emanuel Rose

(b) [_].

3.	SEC USE ONLY		
	CITIZENSHIP OR PLACE OF OR		
			/IN
	U.S. 		
		5.	SOLE VOTING POWER
	NUMBER OF		700
	SHARES	6.	SHARED VOTING POWER
	BENEFICIALLY OWNED BY		3,499,638
	EACH REPORTING	7.	SOLE DISPOSITIVE POWER
	PERSON WITH		34,808
		8.	SHARED DISPOSITIVE POWER
			0
9.	AGGREGATE AMOUNT BENEFICIA	LLY OWNED	BY EACH REPORTING PERSON
	3,500,338		
10.	CHECK BOX IF THE AGGREGATE	AMOUNT I	N ROW (9) EXCLUDES CERTAIN SHARES* / /.
11.	PERCENT OF CLASS REPRESENT	ED BY AMC	DUNT IN ROW 9
12.	TYPE OF REPORTING PERSON*		
	IN		
		TDIICTION	BEFORE FILLING OUT!
	JLL ING		
		Page	e 4 of 41
CUS	 IP No. 806882 10 6		13G Page 5 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICAT	ION NO. C	F ABOVE PERSON
	Larry Lewis		
2.	CHECK THE APPROPRIATE BOX	IF A MEME	BER OF A GROUP* (a) [X]. (b) [_].
 3.	SEC USE ONLY		

4.	CITIZENSHIP OR PLACE OF	ORGANIZATIO	N	
	U.S.			
		5.	SOLE VOTING POWER	
	NUMBER OF		83,210	
	NUMBER OF SHARES	6.	SHARED VOTING POW	
	BENEFICIALLY OWNED BY		3,499,638	
	EACH REPORTING	7.	SOLE DISPOSITIVE	POWER
	PERSON WITH		83,404	
		8.	SHARED DISPOSITIV	E POWER
			0	
 Э.	AGGREGATE AMOUNT BENEFI	CIALLY OWNE	 D BY EACH REPORTING P	ERSON
	3,582,848			
 10.	CHECK BOX IF THE AGGREG.	ATE AMOUNT	 IN ROW (9) EXCLUDES C	
				, , ,
11.	PERCENT OF CLASS REPRES	ENTED BY AM	OUNT IN ROW 9	
	38.9%			
12.	TYPE OF REPORTING PERSO			
	IN			
	*SEE	 INSTRUCTION	BEFORE FILLING OUT!	
		Page	e 5 of 41	
	IP No. 806882 10 6		13G	Page 6 of 41 Page
1.	NAME OF REPORTING PERSONS.S. OR I.R.S. IDENTIFIC	N		
	Scott Lewis			
2.	CHECK THE APPROPRIATE B			X].
 3.	SEC USE ONLY			
1.	CITIZENSHIP OR PLACE OF			
	U.S.			

		5.	SOLE VOTING POWER	
	NUMBER OF		58,715	
	SHARES	6.	SHARED VOTING POWER	
	BENEFICIALLY OWNED BY		3,499,638	
	EACH REPORTING	7.	SOLE DISPOSITIVE POWER	
	PERSON WITH		58,909	
		8.	SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGATE AMOUNT BENEFICI	ALLY OWNED	BY EACH REPORTING PERSON	
	3,558,353			
10.			N ROW (9) EXCLUDES CERTAIN SHARES* / /.	
	DEDGENT OF GLAGG DEDDEGEN		TIME THE POLICE	
11.	PERCENT OF CLASS REPRESEN	IED BY AMO	UNI IN ROW 9	
	38.7%			
12.	TYPE OF REPORTING PERSON*			
	IN			
	*SEE IN	STRUCTION	BEFORE FILLING OUT!	
		Page	6 of 41	
CUS	IP No. 806882 10 6		 13G Page 7 of 41 Page	
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICA	TION NO. O	F ABOVE PERSON	
	Kathleen Lewis			
2.	CHECK THE APPROPRIATE BOX	IF A MEMB	ER OF A GROUP* (a) [X]. (b) [_].	
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF O		N	
	U.S.			
			SOLE VOTING POWER	
			0	
	NUMBER OF			

	SHARES	6.	SHARED VOTING POWER
	BENEFICIALLY OWNED BY		3,499,638
	EACH REPORTING	 7.	SOLE DISPOSITIVE POWER
	PERSON WITH		45,022
		 8.	SHARED DISPOSITIVE POWER
			0
 9.	AGGREGATE AMOUNT BENEFIC	 IALLY OWNED	BY EACH REPORTING PERSON
	3,499,638		
10.		TE AMOUNT I	N ROW (9) EXCLUDES CERTAIN SHARES* / /.
11.	PERCENT OF CLASS REPRESE	 NTED BY AMO	DUNT IN ROW 9
	38.0%		
12.	TYPE OF REPORTING PERSON	*	
	IN		
	*SEE I	 NSTRUCTION	BEFORE FILLING OUT!
		Page	e 7 of 41
CUS	IP No. 806882 10 6		13G Page 8 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC.		DF ABOVE PERSON
	Marilyn S. Easly		
2.	CHECK THE APPROPRIATE BO.	X IF A MEME	BER OF A GROUP* (a) [X]. (b) [_].
 3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF	 ORGANIZATIO	MC
	U.S.		
		5.	SOLE VOTING POWER
			536
	NUMBER OF SHARES	6.	SHARED VOTING POWER
	BENEFICIALLY OWNED BY		3,541,948
	EACH REPORTING	 7.	SOLE DISPOSITIVE POWER

PERSON 230,054 WITH _____ SHARED DISPOSITIVE POWER 42,310 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,542,484 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.5% 12. TYPE OF REPORTING PERSON* ΤN *SEE INSTRUCTION BEFORE FILLING OUT! Page 8 of 41 _____ CUSIP No. 806882 10 6 13G Page 9 of 41 Pages 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON David S. Easly 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 1,500 NUMBER OF _____ SHARES 6. SHARED VOTING POWER BENEFICIALLY OWNED BY 3,499,638 _____ EACH 7. SOLE DISPOSITIVE POWER REPORTING PERSON WITH 52**,**933 _____ 8. SHARED DISPOSITIVE POWER

4,883

	AGGREGATE AMOUNT BENEFIC	CIALLY OWNE	D BY EACH REPORTING P	ERSON	
	3,501,138				
10.	CHECK BOX IF THE AGGREGA	ATE AMOUNT	IN ROW (9) EXCLUDES C	ERTAIN SHARES* / /.	
11.	PERCENT OF CLASS REPRESE	ENTED BY AM	OUNT IN ROW 9		
	38.0%				
12.	TYPE OF REPORTING PERSON	/ ₁ *			
	IN				
	*SEE]	INSTRUCTION	BEFORE FILLING OUT!		
		Pag	e 9 of 41		
	TIP No. 806882 10 6		13G	Page 10 of 41 Pages	
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC		OF ABOVE PERSON		
	Danielle Easly Nye				
	. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]. (b) [_].				
2.	CHECK THE APPROPRIATE BO	OX IF A MEM			
	CHECK THE APPROPRIATE BO	OX IF A MEM			
 3.] (d)		
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S.	ORGANIZATI		_].	
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S.	ORGANIZATI] (d)	_].	
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S.	ORGANIZATI	(d) 	_].	
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES	ORGANIZATI	(b) [_].	
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF	ORGANIZATI	(b) [ON SOLE VOTING POWER	_].	
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	ORGANIZATI 5. 6.	(b) [ON SOLE VOTING POWER O SHARED VOTING POW	_].	
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	ORGANIZATI 5. 6.	ON SOLE VOTING POWER O SHARED VOTING POW 3,499,638	_].	
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	ORGANIZATI 5. 6.	ON SOLE VOTING POWER O SHARED VOTING POW 3,499,638 SOLE DISPOSITIVE	_].	

3,499,638

11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	38.0%				
12.	TYPE OF REPORTING PERSON	*			
	IN	.=======			
	*SEE I	NSTRUCTION	BEFORE FILLING OUT!		
		Page	10 of 41		
	IP No. 806882 10 6			of 41 Page:	
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC		F ABOVE PERSON		
	Sean M. Easly				
 2.	. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]. (b) [_].				
	CHECK THE APPROPRIATE BC	X IF A MEME			
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF		(b) [_].		
 3.	SEC USE ONLY	ORGANIZATIO	(b) [_].		
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF	ORGANIZATIO	(b) [_].		
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF	ORGANIZATIO	(b) [_]. N SOLE VOTING POWER 0		
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY	ORGANIZATIO	(b) [_]. Sole voting power Shared voting power		
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	ORGANIZATIO 5. 6.	(b) [_]. SOLE VOTING POWER O SHARED VOTING POWER 3,499,638		
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	ORGANIZATIO 5. 6.	(b) [_]. SOLE VOTING POWER O SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER		
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	5. 6.	(b) [_]. SOLE VOTING POWER O SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER 37,306		
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5. 6.	SOLE VOTING POWER O SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER 37,306 SHARED DISPOSITIVE POWER		
 3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5. 6.	(b) [_]. SOLE VOTING POWER O SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER 37,306		
 3. 4.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 7. 8.	SOLE VOTING POWER SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER 37,306 SHARED DISPOSITIVE POWER 0		
3.	SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE AMOUNT BENEFIC	5. 5. 7. 8.	SOLE VOTING POWER O SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER 37,306 SHARED DISPOSITIVE POWER 0		

	38.0%			
12.	TYPE OF REPORTING PERSON	1*		
	IN			
	*SEE]	INSTRUCTION	BEFORE FILLING OUT!	
		Page	11 of 41	
			100	
CUS	IP No. 806882 10 6		13G	Page 12 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC		OF ABOVE PERSON	
	Gilbert Schnitzer			
2.	CHECK THE APPROPRIATE BO	OX IF A MEME	SER OF A GROUP* (a) [2 (b) [_	
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF	ORGANIZATIO	NN	
		5.	SOLE VOTING POWER	
			0	
	NUMBER OF SHARES	6.	SHARED VOTING POW	 Er
	BENEFICIALLY OWNED BY		3,565,988	
	EACH REPORTING	7.	SOLE DISPOSITIVE H	POWER
	PERSON WITH		0	
		8.	SHARED DISPOSITIVE	E POWER
			554,833	
9.	AGGREGATE AMOUNT BENEFIC	CIALLY OWNER	BY EACH REPORTING PI	ERSON
	3,565,988			
10.	CHECK BOX IF THE AGGREGA	ATE AMOUNT 1	N ROW (9) EXCLUDES C	ERTAIN SHARES* / /.
11.	PERCENT OF CLASS REPRESE	ENTED BY AMO	OUNT IN ROW 9	
	38.7%			
12.	TYPE OF REPORTING PERSON	1*		

	*SEE I	NSTRUCTION	BEFORE FILLING OUT!		
		Page	12 of 41		
CUS	IP No. 806882 10 6		13G	Page 13 of 41 Page	
 1.	NAME OF REPORTING PERSON		OF ABOVE PERSON		
	Thelma S. Schnitzer				
2.	CHECK THE APPROPRIATE BO	X IF A MEME		[X]. [_].	
3.	SEC USE ONLY				
 4.	CITIZENSHIP OR PLACE OF	ORGANIZATIO	NO		
	U.S.				
		5.	SOLE VOTING POWE	IR .	
	NUMBER OF		0		
	SHARES BENEFICIALLY	6.	SHARED VOTING PC	WER	
	OWNED BY		3,565,988		
	EACH REPORTING	7.	SOLE DISPOSITIVE	POWER	
	PERSON WITH		0		
		8.	SHARED DISPOSITI	VE POWER	
			554,833		
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,565,988				
10.	CHECK BOX IF THE AGGREGA	TE AMOUNT	IN ROW (9) EXCLUDES	CERTAIN SHARES* / /.	
11.	PERCENT OF CLASS REPRESE	ENTED BY AMO	DUNT IN ROW 9		
	38.7% 				
12.	TYPE OF REPORTING PERSON	1*			
	IN				

Page 13 of 41

CUS	IP No. 806882 10 6		13G	Page 14 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICAT	TION NO. (OF ABOVE PERSON	
	Gary Schnitzer			
2.	CHECK THE APPROPRIATE BOX	IF A MEME	BER OF A GROUP* (a) [X	
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF OR	RGANIZATIO	ON	
	U.S.			
		5.	SOLE VOTING POWER	
	NUMBER OF		114,380	
	SHARES	6.	SHARED VOTING POWE	IR .
	BENEFICIALLY OWNED BY		3,571,638	
	EACH REPORTING	7.	SOLE DISPOSITIVE F	OWER
	PERSON WITH		235,665	
		8.	SHARED DISPOSITIVE	POWER
			72,000	
9.	AGGREGATE AMOUNT BENEFICIA	ALLY OWNE	BY EACH REPORTING PE	ERSON
	3,686,018			
10.	CHECK BOX IF THE AGGREGATE	E AMOUNT I	IN ROW (9) EXCLUDES CE	ERTAIN SHARES* / /.
	PERCENT OF CLASS REPRESENT			
	39.6%			
12.	TYPE OF REPORTING PERSON*			
	IN			
			BEFORE FILLING OUT!	
			14 of 41	
CUS	IP No. 806882 10 6		13G	Page 15 of 41 Pages

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 28,000 NUMBER OF SHARES 6. SHARED VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING 7. SOLE DISPOSITIVE POWER 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIF No. 806682 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	1.		ION NO. C	OF ABOVE PERSON	
(b) [_]. 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION U.S. 5. SOLE VOTING POWER 28,000 NUMBER OF SHARES 6. SHARED VOTING POWER EACH REPORTING 7. SOLE DISPOSITIVE POWER PERSON WITH 32,425 8. SHARED DISPOSITIVE POWER 0 9. ACGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 COSIP NO. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		Gregory Schnitzer			
4. CITIZENSHIP OR PLACE OF ORGANIZATION U.S. 5. SOLE VOTING POWER 28,000 NUMBER OF SHARES 6. SHARED VOTING POWER BENEFICIALLY OWNED BY 3,499,638 EACH REPORTING 7. SOLE DISPOSITIVE POWER PERSON WITH 32,425 8. SHARED DISPOSITIVE POWER 0 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP NO. 806882 10 6 13G Page 16 of 41 Page 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	2.				
U.S. 5. SOLE VOTING POWER 28,000 NUMBER OF SHARES 6. SHARED VOTING POWER BENEFICIALLY OWNED BY 3,499,638 EACH REPORTING 7. SOLE DISPOSITIVE POWER PERSON WITH 32,425 8. SHARED DISPOSITIVE POWER 0 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	3.	SEC USE ONLY			
5. SOLE VOTING POWER 28,000 NUMBER OF SHARES 6. SHARED VOTING POWER BENNEFICIALLY OWNED BY EACH REPORTING 7. SOLE DISPOSITIVE POWER PERSON WITH 32,425 8. SHARED DISPOSITIVE POWER 0 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	4.	CITIZENSHIP OR PLACE OF OR	GANIZATIO	DN	
NUMBER OF SHARES 6. SHARED VOTING POWER BENEFICIALLY OWNED BY 3,499,638 EACH SEPORTING 7. SOLE DISPOSITIVE POWER PERSON WITH 32,425 8. SHARED DISPOSITIVE POWER 0 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		U.S.			
NUMBER OF SHARES 6. SHARED VOTING POWER BENEFICIALLY OWNED BY 3,499,638 EACH REPORTING 7. SOLE DISPOSITIVE POWER PERSON WITH 32,425 8. SHARED DISPOSITIVE POWER 0 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			5.	SOLE VOTING POWE	R
SHARES 6. SHARED VOTING POWER BENETICIALLY OWNED BY 3,499,638 EACH REPORTING 7. SOLE DISPOSITIVE POWER PERSON WITH 32,425 8. SHARED DISPOSITIVE POWER 0 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP NO. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				28,000	
OWNED BY EACH			6.	SHARED VOTING PO	WER
REPORTING PERSON WITH 32,425 8. SHARED DISPOSITIVE POWER 0 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				3,499,638	
8. SHARED DISPOSITIVE POWER 0 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			 7.	SOLE DISPOSITIVE	POWER
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				32,425	
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			8.	SHARED DISPOSITI	VE POWER
3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				0	
3,527,638 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		AGGREGATE AMOUNT BENEFICIA	OWNER	RY EACH REPORTING	PERSON
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /. 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	•			, 21 2 1.22 01.111.10	2 21.0 01.
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			AMOUNT I	IN DOM (0) EVOLUDES	CEDTAIN CUADEC* / /
38.3% 12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Page 15 of 41 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	10.	CHECK DOX IF THE AGGREGATE	AMOONI I	IN ROW (9) EXCLUDES	CERIAIN SHARES" / /.
12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	11.	PERCENT OF CLASS REPRESENT	ED BY AMO	OUNT IN ROW 9	
12. TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pagent Page 16 of 41 Pagen Page 16 of 41 Pagen					
*SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	12.				
*SEE INSTRUCTION BEFORE FILLING OUT! Page 15 of 41 CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		IN			
CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		*SEE INS	TRUCTION		
CUSIP No. 806882 10 6 13G Page 16 of 41 Pag 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			Page	15 of 41	
1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				13G	 Page 16 of 41 Pages
1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
Kenneth M. Novack	1.		ion no. c		
		Kenneth M. Novack			

2.	CHECK THE APPROPRIATE BOX	IF A MEME	BER OF A GROUP* (a) [(b) [
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF C	RGANIZATIO	ON	
	U.S.			
		5.	SOLE VOTING POWER	 }
	WWWDED OF		19,610	
	NUMBER OF SHARES	6.	SHARED VOTING POW	 IER
	BENEFICIALLY OWNED BY		3,578,988	
	EACH REPORTING	7.	SOLE DISPOSITIVE	POWER
	PERSON WITH		19,610	
		8.	SHARED DISPOSITIV	E POWER
			265,975	
9.	AGGREGATE AMOUNT BENEFICI	ALLY OWNER) BY EACH REPORTING F	ERSON
	3,598,598			
10.	CHECK BOX IF THE AGGREGAT	E AMOUNT 1	IN ROW (9) EXCLUDES C	
11.	PERCENT OF CLASS REPRESEN	TED BY AMO	DUNT IN ROW 9	
	39.0%			
12.	TYPE OF REPORTING PERSON*			
	IN			
	*SEE IN	STRUCTION	BEFORE FILLING OUT!	
		Page	16 of 41	
	IP No. 806882 10 6		13G	Page 17 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICA	TION NO. C	DF ABOVE PERSON	
2.	CHECK THE APPROPRIATE BOX	IF A MEME	BER OF A GROUP* (a) [

	CITIZENSHIP OR PLACE OF	ORGANIZATIO	N	
	U.S.			
		5.	SOLE VOTING POW	ER
	NUMBER OF		0	
	SHARES BENEFICIALLY	6.	SHARED VOTING P	OWER
	OWNED BY EACH		3,650,988	
	REPORTING PERSON	7.	SOLE DISPOSITIV	E POWER
	WITH		0	
		8.	SHARED DISPOSIT	IVE POWER
			337,975	
	PERCENT OF CLASS REPRESE 39.7% TYPE OF REPORTING PERSON IN *SEE I	ı*	OUNT IN ROW 9	
		Page	17 of 41	
	IP No. 806882 10 6		13G	Page 18 of 41 Page:
CUS				
	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC	1	F ABOVE PERSON	
	S.S. OR I.R.S. IDENTIFIC	I CATION NO. C	OF ABOVE PERSON	
1.	S.S. OR I.R.S. IDENTIFIC	TATION NO. C	DF ABOVE PERSON BER OF A GROUP* (a) (b)	

	U.S.			
		5.	SOLE VOTING POWE	 R
	WWDED OF		0	
	NUMBER OF SHARES	6.	SHARED VOTING PO	WER
	BENEFICIALLY OWNED BY		3,499,638	
	EACH REPORTING	7.	SOLE DISPOSITIVE	POWER
	PERSON WITH		0	
		8.	SHARED DISPOSITI	VE POWER
			0	
9.	AGGREGATE AMOUNT BENEFIC	CIALLY OWNER	BY EACH REPORTING	PERSON
	3,499,638			
10.	CHECK BOX IF THE AGGREGA	TE AMOUNT		
11.	PERCENT OF CLASS REPRESE	NTED BY AMO	DUNT IN ROW 9	
	38.0%			
12.	TYPE OF REPORTING PERSON	*		
	IN			
	*SEE I	NSTRUCTION	BEFORE FILLING OUT!	
		Page	18 of 41	
	IP No. 806882 10 6		13G	
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC		OF ABOVE PERSON	
	Leonard Schnitzer			
2.	CHECK THE APPROPRIATE BO		(b)	[_] .
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF	ORGANIZATIO		
	U.S.			
			SOLE VOTING POWE	R

	NUMBER OF		151,918	
	NUMBER OF SHARES	6.	SHARED VOTING POW	 ER
	BENEFICIALLY OWNED BY		3,507,348	
	EACH REPORTING	7.	SOLE DISPOSITIVE	POWER
	PERSON WITH		151,918	
		8.	SHARED DISPOSITIV	E POWER
			458,282	
9.	AGGREGATE AMOUNT BENEFICIAL	LY OWNED	BY EACH REPORTING P	
	3,659,266			
10.	CHECK BOX IF THE AGGREGATE	AMOUNT I	N ROW (9) EXCLUDES C	ERTAIN SHARES* / /.
11.	PERCENT OF CLASS REPRESENTE	D BY AMC	UNT IN ROW 9	
	39.1% 			
12.	TYPE OF REPORTING PERSON*			
	IN			
	*SEE INST	RUCTION	BEFORE FILLING OUT!	
		Page	19 of 41	
CUS	IP No. 806882 10 6		13G	Page 20 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATI	ON NO. C	F ABOVE PERSON	
	Lois T. Schnitzer			
2.	CHECK THE APPROPRIATE BOX I	F A MEME		X].
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF ORG			
	U.S.			
		5.	SOLE VOTING POWER	
			0	
	NUMBER OF SHARES	 6.	SHARED VOTING POW	
	BENEFICIALLY OWNED BY		3,561,048	

	EACH REPORTING PERSON WITH	7.	SOLE DISPOSITIVE P	OWER
		8.	SHARED DISPOSITIVE	POWER
			269,475	
9.	AGGREGATE AMOUNT BENEFICIALL	Y OWNED F	BY EACH REPORTING PE	RSON
	3,561,048			
10.	CHECK BOX IF THE AGGREGATE A		ROW (9) EXCLUDES CE	RTAIN SHARES* / /.
11.	PERCENT OF CLASS REPRESENTED	BY AMOUN	NT IN ROW 9	
	38.7%			
	TYPE OF REPORTING PERSON*			
	IN			
	*SEE INSTR	UCTION BE	EFORE FILLING OUT!	
		Page 20	0 of 41	
		4.	2.0	
	IP No. 806882 10 6	13	3G	Page 21 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATIO	N NO. OF	ABOVE PERSON	
2.	CHECK THE APPROPRIATE BOX IF			1.
,	0.1201. 1.12 1.121.021.11.12 201. 12	11 1121221	(b) [
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF ORGA	 NIZATION		
	U.S.			
		 5.	SOLE VOTING POWER	
			0	
	NUMBER OF SHARES	6.	SHARED VOTING POWE	 R
	BENEFICIALLY OWNED BY		3,499,638	
	EACH REPORTING	7.	SOLE DISPOSITIVE P	OWER
	PERSON WITH		0	

8. SHARED DISPOSITIVE POWER

164,151

9.	AGGREGATE AMOUNT BENEFIC	CIALLY OWNE	D BY EACH REPORTII	NG PERSON
	3,499,638			
LO.	CHECK BOX IF THE AGGREGA			ES CERTAIN SHARES* / /.
 L1.	PERCENT OF CLASS REPRESE	NTED BY AM	OUNT IN ROW 9	
	38.0%			
2.	TYPE OF REPORTING PERSON			
	IN			
			BEFORE FILLING OU	 UT!
		Page	21 of 41	
 CUS	IP No. 806882 10 6		13G	Page 22 of 41 Page
 1.	NAME OF REPORTING PERSON	I		
	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC Robert W. Philip		OF ABOVE PERSON	
L. 	S.S. OR I.R.S. IDENTIFIC	CATION NO.	 BER OF A GROUP* (a	
l. 2.	S.S. OR I.R.S. IDENTIFIC	ATION NO.	BER OF A GROUP* (a	a) [X]. b) [_].
 2.	S.S. OR I.R.S. IDENTIFIC Robert W. Philip CHECK THE APPROPRIATE BC	ATION NO.	BER OF A GROUP* (a	a) [X]. b) [_].
	S.S. OR I.R.S. IDENTIFIC Robert W. Philip CHECK THE APPROPRIATE BC	ATION NO.	BER OF A GROUP* (a	a) [X]. b) [_].
3.	S.S. OR I.R.S. IDENTIFIC Robert W. Philip CHECK THE APPROPRIATE BC SEC USE ONLY CITIZENSHIP OR PLACE OF	ATION NO.	BER OF A GROUP* (a	a) [X]. b) [_].
	S.S. OR I.R.S. IDENTIFIC Robert W. Philip CHECK THE APPROPRIATE BC SEC USE ONLY CITIZENSHIP OR PLACE OF U.S.	ORGANIZATIO	BER OF A GROUP* (a	a) [X]. b) [_].
	S.S. OR I.R.S. IDENTIFIC Robert W. Philip CHECK THE APPROPRIATE BO SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES	ORGANIZATION 5.	BER OF A GROUP* (a	a) [X]. b) [_]. OWER
	S.S. OR I.R.S. IDENTIFIC Robert W. Philip CHECK THE APPROPRIATE BO SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY	ORGANIZATION 5.	BER OF A GROUP* (a (i) ON SOLE VOTING PO 191,318 SHARED VOTING 3,499,638	a) [X]. b) [_]. OWER POWER
	S.S. OR I.R.S. IDENTIFIC Robert W. Philip CHECK THE APPROPRIATE BO SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	ORGANIZATION 5.	BER OF A GROUP* (a (i) ON SOLE VOTING PO 191,318 SHARED VOTING 3,499,638	a) [X]. b) [_]. OWER POWER
 2.	S.S. OR I.R.S. IDENTIFIC Robert W. Philip CHECK THE APPROPRIATE BO SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	ORGANIZATION 5.	BER OF A GROUP* (a (i) ON SOLE VOTING PO 191,318 SHARED VOTING 3,499,638	a) [X]. b) [_]. OWER POWER
11.	S.S. OR I.R.S. IDENTIFIC Robert W. Philip CHECK THE APPROPRIATE BO SEC USE ONLY CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	ORGANIZATION 5.	BER OF A GROUP* (a (l) (l) ON SOLE VOTING PO 191,318 SHARED VOTING 3,499,638 SOLE DISPOSIT: 191,318	a) [X]. b) [_]. OWER POWER IVE POWER

	3,690,956			
10.	CHECK BOX IF THE AGGREG.	ATE AMOUNT 1	N ROW (9) EXCLUDES CERTAIN	SHARES* / /.
11.	PERCENT OF CLASS REPRES	ENTED BY AMO	OUNT IN ROW 9	
	39.3%			
12.	TYPE OF REPORTING PERSO	 N*		
	IN			
	*SEE	 INSTRUCTION	BEFORE FILLING OUT!	
		Page	22 of 41	
CUS	IP No. 806882 10 6		13G Page	23 of 41 Page:
1.	NAME OF REPORTING PERSONS.S. OR I.R.S. IDENTIFIE		OF ABOVE PERSON	
	Michele Babette Philip			
 2.	CHECK THE APPROPRIATE B	OX TF A MEME		
	ombok ind minorkinia b		(b) [_].	
	CDC HCD ONLY			
3.	SEC USE ONLY			
	CITIZENSHIP OR PLACE OF	ORGANIZATIO	ON	
		ORGANIZATIO	ON	
	CITIZENSHIP OR PLACE OF	ORGANIZATIO	SOLE VOTING POWER	
	CITIZENSHIP OR PLACE OF			
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES	5.	SOLE VOTING POWER	
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY	5.	SOLE VOTING POWER	
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	5. 6.	SOLE VOTING POWER 1,500 SHARED VOTING POWER	
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	5. 6.	SOLE VOTING POWER 1,500 SHARED VOTING POWER 3,499,638	
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5. 6. 	SOLE VOTING POWER 1,500 SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER	
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5. 6. 	SOLE VOTING POWER 1,500 SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER 9,827	
4.	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. 6. 7.	SOLE VOTING POWER 1,500 SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER 9,827 SHARED DISPOSITIVE POWER	
4.	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. 6. 7.	SOLE VOTING POWER 1,500 SHARED VOTING POWER 3,499,638 SOLE DISPOSITIVE POWER 9,827 SHARED DISPOSITIVE POWER 0	

11.	PERCENT OF CLASS REPRESE	NTED BY AMC	UNT IN ROW 9	
	38.0%			
12.	TYPE OF REPORTING PERSON	*		
	IN			
	*SEE I	NSTRUCTION	BEFORE FILLING OUT!	
		Page	23 of 41	
CUS	IP No. 806882 10 6		13G	Page 24 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC		F ABOVE PERSON	
	Gayle S. Romain			
2.	CHECK THE APPROPRIATE BO	X IF A MEMB	ER OF A GROUP* (a) [X	
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF	ORGANIZATIC	N	
		5.	SOLE VOTING POWER	
			300	
	NUMBER OF SHARES	6.	SHARED VOTING POWE	 R
	BENEFICIALLY OWNED BY		3,569,438	
	EACH REPORTING	7.	SOLE DISPOSITIVE P	OWER
	PERSON WITH		110,947	
		8.	SHARED DISPOSITIVE	POWER
			213,167	
9.	AGGREGATE AMOUNT BENEFIC	IALLY OWNED	BY EACH REPORTING PE	RSON
	3,569,738			
10.	CHECK BOX IF THE AGGREGA	TE AMOUNT I	N ROW (9) EXCLUDES CE	RTAIN SHARES* / /.
11.	PERCENT OF CLASS REPRESE			
	38.8%			

12.	TYPE OF REPORTING PERSON*			
	IN			
	*SEE INST	RUCTION	BEFORE FILLING OUT!	
		Page	24 of 41	
	IP No. 806882 10 6		13G	Page 25 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION	ION NO. O	F ABOVE PERSON	
	Laura H. Rosencrantz			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]. (b) [_].			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF ORG	GANIZATIO	N	
	U.S.			
		5.	SOLE VOTING POWER	
			0	
	NUMBER OF SHARES	6.	SHARED VOTING POWE	ER
	BENEFICIALLY OWNED BY		3,499,638	
	EACH REPORTING	7.	SOLE DISPOSITIVE F	POWER
	PERSON WITH		6,108	
		8.	SHARED DISPOSITIVE	E POWER
			0	
9.	AGGREGATE AMOUNT BENEFICIAI	LY OWNED		ERSON
	3,499,638			
	CHECK BOX IF THE AGGREGATE	AMOUNT I	N ROW (9) EXCLUDES CE	ERTAIN SHARES* / /.
	PERCENT OF CLASS REPRESENTE			
	38.0%			
12.	TYPE OF REPORTING PERSON*			

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 25 of 41

CUS	IP No. 806882 10 6		13G	Page 26 of 41 Page
 L.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC		DF ABOVE PERSON	
	Bryan L. Rosencrantz			
2.	CHECK THE APPROPRIATE BO	X IF A MEMI	BER OF A GROUP* (a) [2 (b) [_	=
3.	SEC USE ONLY			
 1.	CITIZENSHIP OR PLACE OF	ORGANIZATIO	NC	
	U.S.			
		5.	SOLE VOTING POWER	
	WWWDDD OF		100	
	NUMBER OF SHARES	6.	SHARED VOTING POWE	 ⊆R
	BENEFICIALLY OWNED BY		3,499,638	
	EACH REPORTING	7.	SOLE DISPOSITIVE F	 Power
	PERSON WITH		6,208	
		8.	SHARED DISPOSITIVE	E POWER
			0	
 9.	AGGREGATE AMOUNT BENEFIC	 IALLY OWNEI	D BY EACH REPORTING PI	 ERSON
	3,499,638			
10.	CHECK BOX IF THE AGGREGA	TE AMOUNT	IN ROW (9) EXCLUDES C	ERTAIN SHARES* / /.
11.	PERCENT OF CLASS REPRESE	NTED BY AMO	OUNT IN ROW 9	
	38.0%			
L2.	TYPE OF REPORTING PERSON	*		
	IN			
	*SEE I	NSTRUCTION	BEFORE FILLING OUT!	
		Page	26 of 41	

1.	NAME OF REPORTING PERSON			
	S.S. OR I.R.S. IDENTIFICAT	rion no. (OF ABOVE PERSON	
	Sandra Lee Schnitzer			
2.	CHECK THE APPROPRIATE BOX	IF A MEME	BER OF A GROUP* (a) [X]. (b) [_].	
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF OR	 RGANIZATIO	NC	
	U.S.			
		5.	SOLE VOTING POWER	
	NUMBER OF		2,600	
	SHARES	6.	SHARED VOTING POWER	
	BENEFICIALLY OWNED BY		3,529,638	
	EACH REPORTING	7.	SOLE DISPOSITIVE POWER 125,464	
	PERSON WITH			
		8.	SHARED DISPOSITIVE POWER	
			30,000	
9.	AGGREGATE AMOUNT BENEFICIA	ALLY OWNE	BY EACH REPORTING PERSON	
	3,532,238			
		E AMOUNT 1	IN ROW (9) EXCLUDES CERTAIN SHARES* / /.	
 10.	CHECK BOX IF THE AGGREGATE			
	CHECK BOX IF THE AGGREGATE PERCENT OF CLASS REPRESENT	TED BY AMO	 DUNT IN ROW 9	
		 ГЕО ВҮ АМО	OUNT IN ROW 9	
11.	PERCENT OF CLASS REPRESENT	TED BY AMO	OUNT IN ROW 9	
11.	PERCENT OF CLASS REPRESENT 38.4%	TED BY AMO	DUNT IN ROW 9	
11.	PERCENT OF CLASS REPRESENT 38.4% TYPE OF REPORTING PERSON* IN		DUNT IN ROW 9 BEFORE FILLING OUT!	
11.	PERCENT OF CLASS REPRESENT 38.4% TYPE OF REPORTING PERSON* IN	STRUCTION		
11.	PERCENT OF CLASS REPRESENT 38.4% TYPE OF REPORTING PERSON* IN	STRUCTION	BEFORE FILLING OUT!	

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 MEME	` '	[X]. [_].	
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF C	RGANIZATIC	N		
	U.S.				
		5.	SOLE VOTING POWE	 IR	
			600		
	NUMBER OF SHARES	6.	SHARED VOTING PC	 WER	
	BENEFICIALLY OWNED BY		3,529,638		
	EACH REPORTING	7.	SOLE DISPOSITIVE	POWER	
	PERSON WITH		600		
		8.	SHARED DISPOSITI	VE POWER	
			176,588		
9.	AGGREGATE AMOUNT BENEFICI	ALLY OWNED	BY EACH REPORTING	PERSON	
	3,530,238				
10.	CHECK BOX IF THE AGGREGAT	E AMOUNT I	N ROW (9) EXCLUDES	CERTAIN SHARES* / /.	
11.	PERCENT OF CLASS REPRESEN	TED BY AMC	UNT IN ROW 9		
	38.4%				
12.	TYPE OF REPORTING PERSON*				
	IN				
	*SEE IN	STRUCTION	BEFORE FILLING OUT!		
		Page	28 of 41		
CUS	IP No. 806882 10 6		13G	Page 29 of 41 Pages	
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICA	TION NO. C	F ABOVE PERSON		
	Jill Schnitzer Edelson				
2.	CHECK THE APPROPRIATE BOX	IF A MEME		[X]. [_].	

3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF	ORGANIZATIO	N	
	U.S.			
		5.	SOLE VOTING POW	ER
			100	
	NUMBER OF SHARES	6.	SHARED VOTING P	 Ower
	BENEFICIALLY OWNED BY		3,504,338	
	EACH REPORTING	7.	SOLE DISPOSITIV	E POWER
	PERSON WITH		100	
		8.	SHARED DISPOSIT	IVE POWER
			171,439	
	PERCENT OF CLASS REPRESE 38.1% TYPE OF REPORTING PERSON		UNT IN ROW 9	
	IN			
		 NSTRUCTION	BEFORE FILLING OUT	 !
			29 of 41	
	IP No. 806882 10 6		13G	Page 30 of 41 Pages
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC	1		
	Richard H. Edelson			
2.	CHECK THE APPROPRIATE BC		ER OF A GROUP* (a)	[X]. [_].
	SEC USE ONLY			

	U.S.			
		5.	SOLE VOTING POWER	
		J .		
	NUMBER OF		0	
	SHARES BENEFICIALLY	6.	SHARED VOTING POW	ER
	OWNED BY EACH		3,504,338	
	REPORTING	7.	SOLE DISPOSITIVE H	POWER
	PERSON WITH		0	
		8.	SHARED DISPOSITIVE	E POWER
			110,888	
	AGGREGATE AMOUNT BENEFIC			ED CON
٥.		TALLY OWNER	J BY EACH REPORTING PI	EKSON
	3,504,338			
10.	CHECK BOX IF THE AGGREGA	TE AMOUNT	IN ROW (9) EXCLUDES C	ERTAIN SHARES* / /.
1 1	DEDCEME OF GLACC DEDDECE	NITED DV AM	OTINE THE DOM O	
11.	PERCENT OF CLASS REPRESE	ENTED BY AMO	OUNT IN ROW 9	
11.	PERCENT OF CLASS REPRESE		OUNT IN ROW 9	
	38.1%			
	38.1% TYPE OF REPORTING PERSON IN]*		
	38.1% TYPE OF REPORTING PERSON IN	i* 		
	38.1% TYPE OF REPORTING PERSON IN *SEE I	i* 	BEFORE FILLING OUT!	
112.	38.1% TYPE OF REPORTING PERSON IN	i* 	BEFORE FILLING OUT!	Page 31 of 41 Pag
 12.	38.1% TYPE OF REPORTING PERSON IN *SEE I	NSTRUCTION Page	BEFORE FILLING OUT! 30 of 41 13G	
 12.	38.1% TYPE OF REPORTING PERSON IN *SEE I IP No. 806882 10 6 NAME OF REPORTING PERSON	NSTRUCTION Page	BEFORE FILLING OUT! 30 of 41 13G OF ABOVE PERSON	Page 31 of 41 Pag
cus	38.1% TYPE OF REPORTING PERSON IN *SEE I IP No. 806882 10 6 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC	NSTRUCTION Page	BEFORE FILLING OUT! 30 of 41 13G OF ABOVE PERSON	Page 31 of 41 Pag
	38.1% TYPE OF REPORTING PERSON IN *SEE I IP No. 806882 10 6 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC	NSTRUCTION Page	BEFORE FILLING OUT! 30 of 41 13G DF ABOVE PERSON BER OF A GROUP* (a) [2]	Page 31 of 41 Pag
cus	38.1% TYPE OF REPORTING PERSON IN *SEE I IP No. 806882 10 6 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC Dina S. Meier CHECK THE APPROPRIATE BO	Page CATION NO. (BEFORE FILLING OUT! 30 of 41 13G OF ABOVE PERSON BER OF A GROUP* (a) [2] (b) [_	Page 31 of 41 Pag

		5.	SOLE VOTING POWE	R		
			0			
	NUMBER OF SHARES	 6.	SHARED VOTING PO	 WER		
	BENEFICIALLY OWNED BY		3,500,938			
	EACH REPORTING	 7.		POWER		
	PERSON WITH		0	2 01121		
	WIII			VE DOMED		
		٥.				
			156,905			
9.	AGGREGATE AMOUNT BENEFI	CIALLY OWNED	BY EACH REPORTING	PERSON		
	3,500,938					
10.	CHECK BOX IF THE AGGREGA	ATE AMOUNT I	N ROW (9) EXCLUDES	CERTAIN SHARES* / /.		
11.	PERCENT OF CLASS REPRES	 ENTED BY AMO	UNT IN ROW 9			
	38.0%					
12.	TYPE OF REPORTING PERSO					
	IN					
	*SEE	 INSTRUCTION	BEFORE FILLING OUT!			
		Page	31 of 41			
CUS	IP No. 806882 10 6		13G	Page 32 of 41 Pages		
	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC		F ABOVE PERSON			
	Jean S. Reynolds					
2.	CHECK THE APPROPRIATE BO	 OX IF A MEMB	ER OF A GROUP* (a)			
			(b)	[_].		
 3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE OF	ORGANIZATIO	N			
	U.S.					
		 5.	SOLE VOTING POWE	 R		
			0			
	NUMBER OF SHARES	 6.	SHARED VOTING PO	 WER		
	= = =					

	BENEFICIALLY OWNED BY		3,549,638		
	EACH REPORTING	7.	SOLE DISPOSITIVE F	TVE POWER	
	PERSON WITH		0		
		 8.	SHARED DISPOSITIVE		
		••	306,431	2 2 0 11 21 1	
 9.	AGGREGATE AMOUNT BENEFICIALL	Y OWNED		ERSON	
	3,549,638				
10.	CHECK BOX IF THE AGGREGATE A	MOUNT I	N ROW (9) EXCLUDES C	ERTAIN SHARES* / /.	
11.	PERCENT OF CLASS REPRESENTED	BY AMC	UNT IN ROW 9		
	38.6%				
12.	TYPE OF REPORTING PERSON*				
	IN				
	*SEE INSTR	UCTION	BEFORE FILLING OUT!		
		Page	32 of 41		
			100		
	IP No. 806882 10 6		13G	Page 33 of 41 Pages	
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATIO)N NO. C	F ABOVE PERSON		
	Alan Scott Davis				
 2.	CHECK THE APPROPRIATE BOX IF	 ' A MEME	ER OF A GROUP* (a) [2	 {].	
			(b) [_		
 3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGA	NIZATIC	N		
	U.S.				
		5.	SOLE VOTING POWER		
			0		
	NUMBER OF SHARES	6.	SHARED VOTING POW	 Er	
	BENEFICIALLY OWNED BY		3,499,638		
	EACH REPORTING	 7.	SOLE DISPOSITIVE F	 POWER	
	PERSON				

	WITH					
		8.	SHARED DISPOSITIV	VE POWER		
			0			
9.	AGGREGATE AMOUNT BENEFICIAL	LY OWNED	BY EACH REPORTING I	PERSON		
	3,499,638					
10.	CHECK BOX IF THE AGGREGATE	AMOUNT IN	N ROW (9) EXCLUDES (CERTAIN SHARES* / /.		
11.	PERCENT OF CLASS REPRESENTE	D BY AMOU	JNT IN ROW 9			
	38.0%					
12.	TYPE OF REPORTING PERSON*					
	IN					
	*SEE INST	RUCTION E	BEFORE FILLING OUT!			
		Page 3	33 of 41			
		_	20			
cus	IP No. 806882 10 6	-	13G	Page 34 of 41 Pages		
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATI	ON NO. OF	F ABOVE PERSON			
	N. Dickson Davis					
2.	CHECK THE APPROPRIATE BOX I	F A MEMBE	ER OF A GROUP* (a) (b)			
3.	SEC USE ONLY					
 4.	CITIZENSHIP OR PLACE OF ORG		1			
	U.S.					
		5.	SOLE VOTING POWER	R		
			0			
	NUMBER OF SHARES BENEFICIALLY	6.	SHARED VOTING PO	WER		
	OWNED BY EACH		3,499,638			
	REPORTING PERSON	7.	SOLE DISPOSITIVE	POWER		
	WITH		3,000			
		8.	SHARED DISPOSITIV	VE POWER		

	AGGREGATE AMOUNT BENEFIC	CIALLY OWNER	BY EACH REPORTING	PERSON
	3,499,638			
10.	CHECK BOX IF THE AGGREGA	ATE AMOUNT	IN ROW (9) EXCLUDES	CERTAIN SHARES* / /.
11.	PERCENT OF CLASS REPRESE	ENTED BY AMO	DUNT IN ROW 9	
	38.0%			
12.	TYPE OF REPORTING PERSON	1*		
	IN			
	*SEE I	INSTRUCTION	BEFORE FILLING OUT!	
		Page	34 of 41	
	IP No. 806882 10 6		13G	Page 35 of 41 Page
	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFIC Samantha Paige Davis CHECK THE APPROPRIATE BO	CATION NO. (BER OF A GROUP* (a)	
			(d)	[_].
 3.	SEC USE ONLY		(d) 	[_].
	SEC USE ONLY CITIZENSHIP OR PLACE OF	ORGANIZATIO		[_].
		ORGANIZATIO		[_].
	CITIZENSHIP OR PLACE OF	ORGANIZATIO		
	CITIZENSHIP OR PLACE OF U.S.		ON SOLE VOTING POWE	
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES	5.	ON SOLE VOTING POWE	er.
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY	5.	SOLE VOTING POWE	er.
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	5. 6.	SOLE VOTING POWE O SHARED VOTING PO	er Wer
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	5. 6.	SOLE VOTING POWE O SHARED VOTING PO 3,499,638	er Wer
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5. 6. 7.	SOLE VOTING POWE O SHARED VOTING PO 3,499,638 SOLE DISPOSITIVE	WER POWER
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5. 6. 7.	SOLE VOTING POWE O SHARED VOTING PO 3,499,638 SOLE DISPOSITIVE 18,215	WER POWER
	CITIZENSHIP OR PLACE OF U.S. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5. 6. 7. 8.	SOLE VOTING POWE O SHARED VOTING PO 3,499,638 SOLE DISPOSITIVE 18,215 SHARED DISPOSITI	POWER VE POWER

10.). CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /.				
11.	PERCENT OF CLASS REPRESE	ENTED BY AMO	UNT IN ROW 9		
	38.0%				
12.	TYPE OF REPORTING PERSON	1*			
	IN				
	*SEE]	INSTRUCTION	BEFORE FILLING OUT!		
		Page	35 of 41		
CUS	IP No. 806882 10 6		13G	Page 36 of 41 Pages	
1.	NAME OF REPORTING PERSON		F ABOVE PERSON		
	Dori Schnitzer				
2.	CHECK THE APPROPRIATE BO	OX IF A MEMB	ER OF A GROUP* (a) [} (b) [_		
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF	ORGANIZATIO	N		
	U.S.				
		5.	SOLE VOTING POWER		
			0		
	NUMBER OF SHARES	6.	SHARED VOTING POWE	 IR	
	BENEFICIALLY OWNED BY		3,574,638		
	EACH REPORTING	7.	SOLE DISPOSITIVE F	POWER	
	PERSON WITH		309,266		
		8.	SHARED DISPOSITIVE	POWER	
			234,093		
9.	AGGREGATE AMOUNT BENEFIC		BY EACH REPORTING PE	ERSON	
	3,574,638				
10.	CHECK BOX IF THE AGGREGA	ATE AMOUNT I	N ROW (9) EXCLUDES CE		
11.	PERCENT OF CLASS REPRESE				

	38.8%	3			
12.	TYPE OF REPORTING PERS	SON*			
	*SEE	 E INSTRUCTION	BEFORE FILLING OUT!		
		Page	36 of 41		
 CUS 1	IP No. 806882 10 6		13G Page 37 of 41 Page:		
1.	NAME OF REPORTING PERS		DF ABOVE PERSON		
	Susan Schnitzer				
		BOX IF A MEME	BER OF A GROUP* (a) [X]. (b) [_].		
3.	SEC USE ONLY				
 4.	CITIZENSHIP OR PLACE O	 DF ORGANIZATIO	N		
	U.S.				
		5.	SOLE VOTING POWER		
			0		
	NUMBER OF SHARES	6.	SHARED VOTING POWER		
	BENEFICIALLY OWNED BY		3,574,638		
	EACH REPORTING	7.	SOLE DISPOSITIVE POWER		
	PERSON WITH		201,315		
		8.	SHARED DISPOSITIVE POWER		
			75,000		
9.	ACCDECATE AMOUNT BENEF	FICIALLY OWNER	BY EACH REPORTING PERSON		
	AGGREGATE AMOUNT DENER				
	3,574,638				
	3,574,638		IN ROW (9) EXCLUDES CERTAIN SHARES* / /.		
 10.	3,574,638 CHECK BOX IF THE AGGRE PERCENT OF CLASS REPRE	EGATE AMOUNT 1	IN ROW (9) EXCLUDES CERTAIN SHARES* / /.		
10. 11.	3,574,638 CHECK BOX IF THE AGGRE PERCENT OF CLASS REPRE	EGATE AMOUNT 1	IN ROW (9) EXCLUDES CERTAIN SHARES* / /.		

*SEE	INSTRUCTION	BEFORE	FILLING	OUT!

Page 37 of 41

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

Page 38 of 41

of 3,499,638 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 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:

		Class A				
		Common Stock	Percent	Sole	Shared	Sole
	Reporting	Actually	of	Voting	Voting	Dispositive
	Person	Owned	Class	Power	Power	Power
1.	Scott Lewis	58,715	1.2	58,715	0	58 , 715
2.	Marilyn S. Easly	536	0.0	536	0	536
3.	David S. Easly	1,500	0.0	1,500	0	1,500
4.	Gilbert Schnitzer	66,350	1.3	0	66,350	0
5.	Thelma S. Schnitzer	66,350	1.3	0	66,350	0
6.	Gary Schnitzer	114,380(1)	2.2	114,380(1)	0	114,380(1
7.	Gregory Schnitzer	28,000	0.6	28,000	0	28,000
8.	Kenneth M. Novack	98,960(2)	2.0	19,610(2)	79 , 350	19,610(2
9.	Deborah S. Novack	79 , 350	1.6	0	79 , 350	0
10.	Leonard Schnitzer	159,628(3)	3.1	151,918(3)	7,710	151 , 918(3
11.	Lois T. Schnitzer	1,410	0.0	0	1,410	0
12.	Robert W. Philip	191,318(4)	3.7	191,318(4)	0	191 , 318(4
13.	Michele Babette Philip	1,500	0.0	1,500	0	1,500
14.	Gayle S. Romain	40,100	0.8	300	39,800	300
15.	Bryan L. Rosencrantz	100	0.0	100	0	100
16.	Sandra Lee Schnitzer	2,600	0.1	2,600	0	2,600
17.	Mardi S. Schnitzer	600	0.0	600	0	600
18.	Jill Schnitzer Edelson	4,800	0.1	100	4,700	100
19.	Richard H. Edelson	4,700	0.1	0	4,700	0

20. Dina S. Meier 1,300 0.0 0 1,300

Includes 113,080 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.

- Includes 19,610 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.
- Includes 151,918 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.
- Includes 190,268 shares subject to exercisable options under the Company's 1993 Stock Incentive Plan.

Page 39 of 41

Item 5. Ownership of Five Precent or Less of a Class
-----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. 9 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 5, 2003.

MANUEL SCHNITZER
CAROL S. LEWIS
EMANUEL ROSE
SCOTT LEWIS
LARRY LEWIS
KATHLEEN LEWIS

0

MARILYN S. EASLY DAVID S. EASLY DANIELLE EASLY NYE SEAN M. EASLY

Page 40 of 41

GILBERT SCHNITZER THELMA S. SCHNITZER GARY SCHNITZER GREGORY SCHNITZER KENNETH M. NOVACK DEBORAH S. NOVACK MELANIE A. NOVACK LEONARD SCHNITZER 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 EDELSON RICHARD H. EDELSON DINA S. MEIER JEAN S. REYNOLDS ALAN SCOTT DAVIS N. DICKSON DAVIS SAMANTHA PAIGE DAVIS DORT SCHNITZER SUSAN SCHNITZER

By /s/ CHARLES A. FORD

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

Page 41 of 41

EXHIBIT A

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 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.

1

- 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
KATHLEEN LEWIS
Kathleen Lewis
MARILYN S. EASLY
Marilyn S. Easly
2
DAVID S. EASLY
David S. Easly
DANIELLE C. EASLY
Danielle C. Easly
SEAN M. EASLY
Sean M. Easly
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
DEBORAH S. NOVACK
Deborah S. Novack
MELANIE A. NOVACK
Melanie A. Novack
3
LEONARD SCHNITZER
Leonard Schnitzer
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
	JILL SCHNITZER EDELSON
	Jill Schnitzer Edelson
	DINA EVAN SCHNITZER
	Dina Evan Schnitzer
	MILDRED SCHNITZER
	Mildred Schnitzer
	4
	JEAN S. REYNOLDS
	Jean S. Reynolds
	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
	LAURA H. ROSENCRANTZ

Laura H. Rosencrantz

PARTY ADDED PURSUANT TO SECTION 3 FOR 12/31/95 SCHEDULE 13G:	
	RICHARD H. EDELSON
PARTIES ADDED PURSUANT TO SECTION 3 FOR	Richard H. Edelson
	5
	12/31/96 SCHEDULE 13G:
	SAMANTHA PAIGE DAVIS
	Samantha Paige Davis
	MICHELE BABETTE PHILIP
	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	2/31/98 SCHEDULE 13G:
	ALAN SCOTT DAVIS
	Alan Scott Davis

6