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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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AMENDMENT NO. 1  
TO  
SCHEDULE 14D-1

Tender Offer Statement  
Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934

PROLER INTERNATIONAL CORP.  
(Name of Subject Company)

PIC ACQUISITION CORPORATION  
(Bidder)

COMMON STOCK, \$1.00 PAR VALUE  
(Including the associated rights)  
(Title of Class of Securities)

743396-10-3  
(CUSIP Number of Class of Securities)

ANTON U. PARDINI  
SCHNITZER STEEL INDUSTRIES, INC.  
3200 N.W. YEON AVENUE  
PORTLAND, OREGON 97210  
(503) 323-2807

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Bidder)

COPY TO:  
STUART W. CHESTLER  
STOEL RIVES LLP  
900 SW FIFTH AVENUE, SUITE 2300  
PORTLAND, OREGON 97204-1268  
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CALCULATION OF FILING FEE

|                        |                       |
|------------------------|-----------------------|
| Transaction Valuation* | Amount of Filing Fee* |
| \$35,404,125           | \$7,081               |

\* The transaction valuation assumes the purchase of 4,720,550 shares of Common Stock together with the associated stock rights of Proler International Corp. at \$7.50 per share in cash, which is based on the number of shares of Common Stock represented by the Company to be outstanding (4,717,356) and the number of shares of Common Stock issuable under restricted stock awards (3,194) as of September 15, 1996. The amount of the filing fee, calculated in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, equals 1/50 of one percent of the cash offered by the Bidder.

/X/

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

|                                |                             |
|--------------------------------|-----------------------------|
| Amount Previously Paid:.....   | \$7,081                     |
| Form or Registration No.:..... | Schedule 14D-1              |
| Filing Party:.....             | PIC Acquisition Corporation |
| Date Filed:.....               | September 20, 1996          |

1.

Name of reporting person  
SS or I.R.S. Identification No. of above person  
PIC Acquisition Corporation, I.R.S. No.: Applied For

2.

Check the appropriate box if a member of a group

(a) / /  
(b) / /

3.

SEC Use Only

4.

Sources of Funds  
AF

5.

Check box if disclosure of legal proceedings is required pursuant to Items 2(e) /X/  
OR 2(f)

6.

Citizenship or place of organization  
Delaware

7.

Aggregate amount beneficially owned by each reporting person  
None (0)

8.

Check box if the aggregate amount in row (7) excludes certain shares.

/ /

9.

Percent of class represented by amount in row (7)  
None (0)

10.

Type of reporting person  
CO

ITEM 10. ADDITIONAL INFORMATION.

Item 10(e) is amended by adding the following:

The information set forth in the Press Release dated October 7, 1996, a copy of which is attached hereto as Exhibit (a)(9), is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

- (a) (1) Offer to Purchase, dated September 20, 1996.+
  - (2) Letter of Transmittal.+
  - (3) IRS Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.+
  - (4) Form of Summary Advertisement, dated September 20, 1996.+
  - (5) Form of Notice of Guaranteed Delivery.+
  - (6) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.+
  - (7) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.+
  - (8) Press Release, dated September 16, 1996.+
  - (9) Press Release, dated October 7, 1996\*.
- (b) Credit Agreement dated as of March 27, 1995, among Schnitzer, the syndicate of lenders party thereto and The First National Bank of Chicago, as Agent.+
- (c) (1) Agreement and Plan of Merger, dated September 15, 1996, among the Purchaser, Schnitzer and the Company.+
  - (2) Agreement with Depositary.+
  - (3) Agreement with Information Agent.+
- (d) Not applicable.+
- (e) Not applicable.+
- (f) The Offer to Purchase and the Letter of Transmittal are incorporated herein by reference.+

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\* Filed herewith.

+ Previously filed.

SIGNATURE

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

Date: October 7, 1996

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PIC ACQUISITION CORPORATION

By: /s/ ANTON U. PARDINI

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Name: Anton U. Pardini

Title: Assistant Secretary and General Counsel  
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JOINT NEWS RELEASE

CONTACTS:

SCHNITZER STEEL:  
TOM ZELENKA  
(503)-323-2821

PROLER:  
MICHAEL LOY  
(703)-963-5904

FOR IMMEDIATE RELEASE

SCHNITZER AND PROLER ANNOUNCE REQUEST FOR  
INFORMATION FROM JUSTICE DEPARTMENT  
IN CONNECTION WITH SCHNITZER'S ACQUISITION OF  
PROLER INTERNATIONAL CORP.

(Portland, Oregon; Houston, Texas) -- Schnitzer Steel Industries, Inc. (NASDAQ:SCHN) and Proler International Corp. (NYSE:PS) announced today that Schnitzer and Proler have received a second request for additional information from the U.S. Department of Justice with respect to their filings under the Hart-Scott-Rodino Antitrust Improvement Act of 1976 for the acquisition of Proler by Schnitzer. As previously announced, on September 15, 1996 Proler and Schnitzer signed a definitive agreement for the acquisition of Proler by Schnitzer through a cash tender offer and merger at a price of \$7.50 in cash for each Proler share. Schnitzer's offer commenced on September 20, 1996.

"Both companies are working on promptly complying with the Justice Department's request," stated Robert Philip, president of Schnitzer. The request will extend the waiting period under the Hart-Scott Rodino Act for 10 days following the receipt by the Justice Department of the requested information. No purchase of Proler securities can be consummated until the waiting period expires or is terminated.

Schnitzer operates one of the largest scrap recycling businesses in the Western United States. The Company supplies ferrous scrap to Asian and domestic steel producers through its scrap collection, processing and deep water facilities located in Oakland, California; Portland, Oregon; and Tacoma, Washington. The Company also operates collection and processing facilities in Eugene, Bend, White City and Grants Pass, Oregon; and Sacramento and Fresno, California. Schnitzer's subsidiary, Cascade Steel Rolling Mills, Inc. (Steel Operations) operates the only vertically integrated mini-mill in the Western United States which can obtain its entire scrap requirements from its own scrap operations. Cascade's steel mini-mill in McMinnville, Oregon manufactures rebar, merchant bar, fence posts, special sections and grape stakes. In addition, Cascade maintains mill depots in Union City and El Monte, California.

Proler is an environmental services company involved in the recovery and recycling of scrap metals and industrial wastes to produce high-quality, commercial products. Through joint ventures, Proler exports ferrous scrap to predominantly foreign markets from scrap collection, processing and deep water facilities in Los Angeles, California; Providence, Rhode Island; Everett, Massachusetts; and Jersey City, New Jersey. Proler's joint ventures operate additional scrap collection and processing facilities in Colton, Lynwood, Irwindale, Pomona and Sun Valley, California; Phoenix, Arizona; Manchester, New Hampshire; Portland, Maine; and Springfield and Worcester, Massachusetts.