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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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AMENDMENT NO. 4  
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

AND  
SCHNITZER STEEL INDUSTRIES, INC.  
(Bidders)

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*
\$42,484,950	\$8,497

\* 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 \$9.00 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  
Schnitzer Steel Industries,  
Inc.  
Date Filed:..... September 20, 1996

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1. Name of reporting person  
SS or I.R.S. Identification No. of above person  
PIC Acquisition Corporation, I.R.S. No.: 93-1219503  
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2. Check the appropriate box if a member of a group (a) / /  
(b) / /  
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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)  
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6. Citizenship or place of organization  
Delaware  
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7. Aggregate amount beneficially owned by each reporting person  
None (0)  
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8. Check box if the aggregate amount in row (7) excludes certain shares. / /  
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9. Percent of class represented by amount in row (7)  
None (0)  
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10. Type of reporting person  
CO  
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14D-1

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1. Name of reporting person  
SS or I.R.S. Identification No. of above person  
Schnitzer Steel Industries, Inc., I.R.S. No.: 93-0341923  
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2. Check the appropriate box if a member of a group (a) / /  
(b) / /  
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3. SEC Use Only  
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4. Sources of Funds  
BK  
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5. Check box if disclosure of legal proceedings is required pursuant to Items 2(e) /X/  
OR 2(f)  
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6. Citizenship or place of organization  
Oregon  
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7. Aggregate amount beneficially owned by each reporting person  
None (0)  
-----

8. Check box if the aggregate amount in row (7) excludes certain shares. / /  
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9. Percent of class represented by amount in row (7)  
None (0)  
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10. Type of reporting person  
CO  
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PIC Acquisition Corporation and Schnitzer Steel Industries, Inc. hereby amend and supplement their Tender Offer Statement on Schedule 14D-1 (the "Statement"), originally filed on September 20, 1996, as amended by Amendment Nos. 1 - 3, with respect to their offer to purchase all outstanding shares of Common Stock, par value \$1.00 per share, of Proler International Corp., a Delaware corporation, together with the associated stock rights as set forth in this Amendment No. 4. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

ITEM 1. SECURITY AND SUBJECT COMPANY.

(b) The Bidders are now offering to purchase all outstanding shares of the Company, together with the associated Rights, at a price of \$9.00 per Share (and associated Right), net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase as hereby amended and supplemented. The Bidders also have extended the Offer until 12:00 Midnight, Eastern time on Friday, November 29, 1996. A copy of the press release announcing the increase in the offer price and the extension of the offer is attached hereto as Exhibit (a)(12) and is incorporated herein by reference.

ITEM 3. FAST CONTACTS, TRANSACTIONS OR NEGOTIATIONS WITH THE SUBJECT COMPANY.

(b) On November 13, 1996, Schnitzer sent to Mr. Bruce Wilkerson, President of the Company, a letter notifying the Company of Schnitzer's determination to waive certain conditions to the completion of the tender offer and certain of its rights to terminate the Merger Agreement. Schnitzer's waiver of conditions was subject to the Company's Board of Directors' determination that Schnitzer's offer, with the waiver of conditions set forth in Schnitzer's letter, was superior to a revised proposal received by the Company from Hugo Neu Corporation ("HNC") to acquire all of the outstanding shares of the Company's stock at a price of \$8.25 per share. On November 13, 1996 the Company's Board of Directors determined that the Schnitzer offer continued to be superior to the HNC proposal. A copy of Schnitzer's November 13, 1996 letter is attached as Exhibit (c)(5) and is incorporated herein by reference. A copy of the Company's November 13, 1996 letter advising Schnitzer that the Company's Board of Directors had determined Schnitzer's offer was superior to HNC's revised proposal is attached hereto as Exhibit (c)(6) and is incorporated herein by reference.

ITEM 10. ADDITIONAL INFORMATION.

(a) On November 13, 1996, Schnitzer sent to Mr. Bruce Wilkerson, President of the Company, a letter notifying the Company of Schnitzer's determination to waive certain conditions to the completion of the tender offer and certain of its rights to terminate the Merger Agreement. Schnitzer's waiver of conditions was subject to the Company's Board of Directors' determination that Schnitzer's offer, with the waiver of conditions set forth in Schnitzer's letter, was superior to a revised proposal received by the Company from Hugo Neu Corporation ("HNC") to acquire all of the outstanding shares of the Company's stock at a price of \$8.25 per share. On November 13, 1996 the Company's Board of Directors determined that the Schnitzer offer continued to be superior to the HNC proposal. A copy of Schnitzer's November 13, 1996 letter is attached as Exhibit (c)(5) and is incorporated herein by reference. A copy of the Company's November 13, 1996 letter advising Schnitzer that the Company's Board of Directors had determined Schnitzer's offer was superior to HNC's revised proposal is attached hereto as Exhibit (c)(6) and is incorporated herein by reference.

(e) On November 14, 1996, Bidders learned they had been added by HNC as a party to the pending litigation between HNC and the Company in the United States District Court for the Southern District of Texas. In its amended answer and counterclaim, HNC seeks, among other things, a preliminary injunction to prevent Schnitzer and the Purchaser from accepting any Shares pursuant to the Offer. On November 15, 1996, following the announcement by the Bidders of the increase in their offer price from \$7.50 to \$9.00, HNC withdrew its motion for the preliminary injunction.

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.+
  - (10) Press Release, dated October 18, 1996.+
  - (11) Press Release, dated November 1, 1996.+
  - (12) Press Release, dated November 15, 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.+
  - (4) Confidentiality Agreement dated as of June 11, 1996.+
  - (5) Letter from Schnitzer Steel Industries, Inc. to Mr. Bruce Wilkerson of Proler International Corp. dated November 13, 1996.\*
  - (6) Letter from Proler International Corp. to Mr. Robert Philip of Schnitzer Steel Industries, Inc. dated November 13, 1996.\*
- (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: November 15, 1996

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PIC ACQUISITION CORPORATION

By: /s/ ANTON U. PARDINI

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Name: Anton U. Pardini

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Title: Assistant Secretary and General Counsel

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SCHNITZER STEEL INDUSTRIES, INC.

By: /s/ BARRY ROSEN

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Name: Barry Rosen

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Title: Vice President of Finance

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PRESS RELEASE

November 15, 1996  
For immediate release  
Contact:

Tom Zelenka  
(503) 323-2821

SCHNITZER STEEL INDUSTRIES, INC. ANNOUNCES INCREASE  
IN TENDER OFFER TO ACQUIRE  
PROLER INTERNATIONAL CORP. TO \$9.00 PER SHARE

Portland, Oregon - Schnitzer Steel Industries, Inc. (NASDAQ: SCHN) today announced that it has increased the offer price in its tender offer to purchase all outstanding shares of Proler International Corp. (Proler) to \$9.00 per share in cash and extended its tender offer until 12:00 p.m., Eastern time on Friday, November 29, 1996. This ten (10) day extension is required by Securities and Exchange Commission regulations when the offer price is changed. The extension also extends the period for withdrawal rights indefinitely until shares are accepted for payment by Schnitzer pursuant to the tender offer. As previously announced, on September 15, 1996 Schnitzer and Proler signed a definitive merger 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. The tender offer was previously extended from October 18, 1996 to November 15, 1996. Schnitzer's tender offer commenced on September 20, 1996.

Schnitzer also confirmed, as previously announced by Proler, that Schnitzer waived its rights to terminate the tender offer in the event of (i) any past or prospective event having a material adverse effect on Proler, (ii) any past or prospective breach by Proler of any representations or warranties made to Schnitzer in the merger agreement, and (iii) any past default by Proler in performing or complying with any obligations, covenants or agreements with Schnitzer contained in the merger agreement. Schnitzer also eliminated, as a condition to its second merger step, the condition that there be no litigation against Proler or Schnitzer seeking to prevent the merger.

As of 5:00 p.m. Eastern time on November 14, 1996 approximately 2.6 million shares of Proler common stock had been tendered. Except as described above, the terms of the tender offer remain unchanged.

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. (Cascade) 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.

LETTERHEAD OF SCHNITZER STEEL INDUSTRIES, INC.

[LOGO]

November 13, 1996

BY FACSIMILE

Mr. Bruce Wilkerson  
Proler International Corp.  
4265 San Felipe, Suite 900  
Houston, TX 77027

Re: Agreement and Plan of Merger (the "Agreement")  
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Dear Bruce:

Schnitzer Steel Industries, Inc. and PIC Acquisition Corporation (collectively, "Schnitzer") hereby give notice to Proler International Corp. ("Proler") that Schnitzer (1) waives the "Offer Conditions" (as such term is defined in Annex A to the Agreement) set forth in Section 2(vi) and (viii) of Annex A, (2) waives the "Offer Condition" set forth in Section 2(ix) of Annex A with respect to all conditions in existence as of this date, (3) waives the condition set forth in Section 5.1.4 of the Agreement, (4) waives its right to terminate the Agreement pursuant to Section 6.2.1 for breaches by Proler of any of its representations or warranties in the Agreement, and (5) waives its right to terminate the Agreement pursuant to Section 6.2.1 for any defaults by Proler to date in its observance or performance of any of its covenants or agreements under the Agreement; PROVIDED, HOWEVER, that Schnitzer's waiver of said conditions and termination rights is contingent upon the determination by Proler's board of directors that Schnitzer's offer to purchase Proler's common stock, with the waiver of the foregoing conditions, is superior to the offer made by Hugo Neu Corporation ("Hugo Neu"), as amended by Hugo Neu's letter to Proler dated November 13, 1996.

We look forward to the prompt termination of the Hart-Scott-Rodino Act waiting period and the closing of the transaction.

Very truly yours,

/s/ Robert W. Philip

Robert W. Philip  
President

cc: Ms. Kathleen Kopp



[LOGO]

[LETTERHEAD PROLER INTERNATIONAL CORP.]

November 13, 1996

Mr. Robert Philip  
President/CEO  
Schnitzer Steel Industries, Inc.  
3200 NW Yeon Avenue  
Portland, Oregon 97296-0047

Fax: 503/323-2793

Dear Bob:

Proler's Board of Directors has received and considered your letter dated November 13, 1996 (the "Waiver Letter") and has determined that, as required by the proviso at the end of the first paragraph of the Waiver Letter, Schnitzer's offer to purchase Proler's common stock, with the waiver of conditions set forth in the Waiver Letter, is superior to the offer made November 8, 1996 by Hugo Neu Corporation as amended by Hugo Neu's letter dated November 13, 1996. Accordingly, the waivers set forth in the Waiver Letter have become effective today.

Vary truly yours,

/s/ Bruce Wilkinson  
Bruce Wilkinson  
President

[CORPORATE ADDRESS]