
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 7
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

CUSIP No. 743396-10-3

14D-1

1. Name of reporting person
SS or I.R.S. Identification No. of above person

PIC Acquisition Corporation, I.R.S. No.: 93-1219503

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

CUSIP No. 743396-10-3

14D-1

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

2. Check the appropriate box if a member of a group (a) / /
(b) / /

3. SEC Use Only

4. Sources of Funds
BK

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
Oregon

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

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 Amendments No. 1 - 6, with respect to their offer to purchase all outstanding shares of Common Stock, par value \$1.00 per share, of Proler International Corp. (the "Company"), a Delaware corporation, together with the associated stock rights as set forth in this Amendment No. 7. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

(a) On December 2, 1996, Schnitzer Steel Industries, Inc. issued a press release, a copy of which is attached hereto as Exhibit (a)(14) and is incorporated herein by reference.

ITEM 10. ADDITIONAL INFORMATION.

(f) On December 2, 1996, Schnitzer Steel Industries, Inc. issued a press release, a copy of which is attached hereto as Exhibit (a)(14) and 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.+
 - (10) Press Release, dated October 18, 1996.+
 - (11) Press Release, dated November 1, 1996.+
 - (12) Press Release, dated November 15, 1996.+
 - (13) Joint Press Release issued by Proler International Corp. and Schnitzer Steel Industries, Inc., dated November 25, 1996.+
 - (14) Press Release, dated December 2, 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.+

(7) Press Release issued by Proler International Corp. dated November 19, 1996 and attached letter dated November 19, 1996 from the Board of Directors of Proler International Corp. to stockholders.+

(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: December 2, 1996

PIC ACQUISITION CORPORATION

By: _____ /s/ ANTON U. PARDINI

Name: _____ Anton U. Pardini

Title: _____ Assistant Secretary and General Counsel

SCHNITZER STEEL INDUSTRIES, INC.

By: _____ /s/ BARRY ROSEN

Name: _____ Barry Rosen

Title: _____ Vice President of Finance

[Schnitzer Letterhead]

PRESS RELEASE

December 2, 1996
FOR IMMEDIATE RELEASE
Contact: Tom Zelenka (503) 323-2821

SCHNITZER ANNOUNCES COMPLETION OF PROLER TENDER OFFER

Portland, Oregon - December 2, 1996, Schnitzer Steel Industries, Inc. (NASDAQ:SCHN) today announced that it successfully completed its tender offer to acquire the common stock of Proler International Corp. (Proler) at \$9.00 per share. At the expiration of the tender offer at midnight on Friday, November 29, 1996, 4.1 million shares of Proler stock (or about 86% of the outstanding shares) had been tendered, and all tendered shares have been accepted for payment by a Schnitzer subsidiary. "We are pleased to have completed the acquisition of Proler," stated Robert W. Philip, president of Schnitzer. "This acquisition is consistent with our belief in the long-term growth of the scrap business. We believe that this acquisition will be additive to earnings. We also look forward to working with the Hugo Neu organization to grow the Proler and Hugo Neu joint venture operations."

The preceding paragraph contains a forward looking statement regarding the effect of the Proler acquisition on future earnings. The impact of the acquisition on earnings will depend primarily on the profitability of the joint ventures as well as scrap market conditions generally. Future market conditions are subject to supply and demand conditions and decisions of other market participants over which the Company has no control and which are inherently difficult to predict.

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.

Proler is an environmental services company involved in the recovery and recycling of scrap metals and industrial wastes to produce high-quality, commercial products.