

FARMERS & MERCHANTS BANCORP INC  
Form PRE 14A  
March 02, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14A INFORMATION STATEMENT**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
  - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
  - Definitive Proxy Statement
  - Definitive Additional Materials
  - Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12
- FARMERS & MERCHANTS BANCORP, INC.**

**(Name of Registrant as Specified In Its Charter)**

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

March 10, 2016

Dear Fellow Shareholders:

I am pleased to invite you to attend the Annual Meeting of Shareholders of Farmers & Merchants Bancorp, Inc. The meeting will be held at Founders Hall, located at Sauder Village, 22611 State Route 2, Archbold, Ohio 43502 on **Thursday, April 14, 2016 at 7:00 P.M. (local time)**. The sit down dinner will begin at 6:00 P.M.

The Board is requesting shareholder approval of two items in addition to the election of directors. The Board has proposed to increase the number of Authorized Common Shares from 6,500,000 shares without par value to 10,000,000 shares without par value as noted in Proposal Two, and an advisory proposal on the appointment of BKD, LLP the Company's independent registered public accounting firm as noted in Proposal Three.

**Your vote is important no matter how many shares you own. I encourage you to read the proxy statement carefully and then to vote your shares. If you choose not to attend the Annual Meeting of Shareholders, you may vote by mail by signing, dating and returning the proxy card in the accompanying envelope. If you hold shares of Farmers & Merchants Bancorp, Inc. common stock directly in your name, you may also vote over the internet or by telephone. Internet and telephone voting instructions are printed on the proxy card sent to you.**

If you do attend the meeting and desire to vote in person, you may do so even though you have previously submitted your proxy. In that case, your vote at the meeting would supersede your proxy.

We look forward to seeing you at the meeting.

Sincerely,

Paul S. Siebenmorgen, President and CEO  
Farmers & Merchants Bancorp, Inc.

P.O. Box 216      307 North Defiance St.,      Archbold, Ohio 43502      Phone (419) 446-2501

**FARMERS & MERCHANTS BANCORP, INC.**

**307 North Defiance St.**

**Archbold, Ohio 43502**

**(419) 446-2501**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD**

**April 14, 2016**

To Our Shareholders:

**Notice Is Hereby Given** that the Annual Meeting of Shareholders of Farmers & Merchants Bancorp, Inc., an Ohio corporation (the Company), will be held at Founders Hall, located at Sauder Village, 22611 State Route 2, Archbold, Ohio 43502 on **Thursday, April 14, 2016 at 7:00 P.M. (local time)**, for the following purposes:

1. **Election of Directors** - To elect the following eleven (11) nominees to the Board of Directors to serve until the Annual Meeting of Shareholders in 2017:

Eugene N. Burkholder  
Steven A. Everhart  
Darryl L. Faye  
Jo Ellen Hornish

Jack C. Johnson  
Marcia S. Latta  
Steven J. Planson  
Anthony J. Rupp

Kevin J. Sauder  
Paul S. Siebenmorgen  
Steven J. Wyse

2. **Increase the number of Authorized Common Shares** To amend the Company's Articles of Incorporation to increase the number of Common Shares that the Company is authorized to issue from 6,500,000 shares without par value to 10,000,000 shares without par value.
3. **An advisory vote on the appointment of the independent registered public accounting firm, BKD, LLP.**
4. **Other Business - To transact any other business which may properly come before the meeting or any adjournment of it.**

The Board of Directors has fixed the close of business on February 24, 2016 as the record date for determination of shareholders who are entitled to notice of and to vote at the meeting.

By Order of the Board of Directors

Lydia A. Huber, Secretary

Archbold, Ohio  
March 10, 2016

If the enclosed proxy statement and annual report are being delivered to two or more security holders who share the same address, and the security holders sharing the same address each desires to receive a proxy statement and annual report, or if there is more than one copy of the proxy statement and annual report being delivered to security holders who share the same address, and it is preferred to receive a single copy of such proxy statement and annual report, please notify Ms. Lydia A. Huber, Secretary of Farmers & Merchants Bancorp, Inc. This request should be in writing addressed to Ms. Huber at Farmers & Merchants Bancorp, Inc., 307 North Defiance St., Archbold, Ohio 43502. If you have questions, please contact Ms. Huber by telephone at 419-446-2501.

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
SHAREHOLDERS MEETING TO BE HELD ON APRIL 14, 2016**

The proxy statement and annual report to security holders are available at:

[http://www.fm-bank.com/proxy\(FMAO\)fm2015/fm\\_info.cfm](http://www.fm-bank.com/proxy(FMAO)fm2015/fm_info.cfm)

The following items are available at the specified web site:

The proxy statement being issued in connection with the 2016 Annual Meeting of Shareholders;

The Company's 2015 Annual Report to Shareholders;

The form of proxy for use in connection with the 2016 Annual Meeting of Shareholders; and

The Company's 2015 10-K Report.

**Your vote is important. Even if you plan to attend the meeting, please complete, date and sign the enclosed proxy and return it promptly in the enclosed envelope or follow the voting instructions for internet or telephone voting enclosed if you are a shareholder of record.**

**New York Stock Exchange and SEC rules govern how shares held in brokerage accounts may be discretionarily voted by brokers in director elections and other matters. If you do not direct your broker on how to vote your shares on Proposals One and Two, your brokerage firm may not vote them for you, and your shares will remain un-voted.**

**Therefore, if you hold shares in one or more brokerage accounts, it is very important that you direct your broker on how to vote your shares for all proposals.**

**A large number of banks and brokerage firms are participating in the ADP Investor Communication Services online program. This program provides eligible shareholders the opportunity to vote via the internet or by telephone. Voting forms will provide instructions for shareholders whose bank or brokerage firm is participating in ADP's program.**

**You have the right to revoke your proxy and vote in person at the meeting if you so choose. Please contact Ms. Lydia A. Huber, Secretary of the Company at (419) 446-2501 if you would like information on how to obtain directions to be able to attend the meeting, and vote in person or if you have any additional questions.**

The Proxy Statement, proxy card and Farmers & Merchants Bancorp, Inc. 2015 Annual Report will be mailed to shareholders commencing on or about March 10, 2016.



**FARMERS & MERCHANTS BANCORP, INC.**

**Proxy Statement**

**for**

**Annual Meeting of Shareholders**

**April 14, 2016**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Farmers & Merchants Bancorp, Inc., an Ohio corporation ( Company ), to be used at the Annual Meeting of Shareholders of the Company, to be held at Founders Hall, located at Sauder Village, 22611 State Route 2, Archbold, Ohio 43502 on Thursday, April 14, 2016 at 7:00 P.M. (local time), and at any adjournments thereof, pursuant to the accompanying Notice of Meeting.

**General Information about the Meeting and Voting Securities and Procedures**

**Who may vote at the meeting?**

The Board of Directors has fixed the close of business on February 24, 2016 as the record date for the determination of shareholders who are entitled to notice of and to vote at the meeting. Subject to your right to vote cumulatively in the election of directors, if properly implemented, you are entitled to one vote for each share of common stock you held on the record date, including shares:

held directly in your name; and

held for you in an account with a broker, bank or other nominee (shares held in street name ).

**How many shares must be present to hold the meeting?**

The Company s Code of Regulations generally provides that shareholders present in person or by proxy at any meeting shall constitute a quorum for purposes of holding the meeting and conducting business. On the record date there were 4,605,534 shares of the Company s common stock, without par value ( Common Stock ) outstanding, of which 38,995 shares are subject to restricted stock grants, the holders of which shares are entitled to vote such shares. Each of the holders of the outstanding shares and restricted stock grants totaling 4,605,534 shares are entitled to one vote per share, subject to the right to vote cumulatively in the election of directors, if properly implemented. Your shares are counted as present at the meeting if you:

are present and vote in person at the meeting; or

have properly submitted a proxy card or have voted electronically or by telephone prior to the meeting. Abstentions and broker non-votes are counted for purposes of determining the presence or absence of a quorum for the transaction of business at the meeting.

**What proposals will be voted on at the meeting?**

There are three proposals scheduled to be voted on at the meeting which include: (i) the election of members to serve on the Company Board of Directors; (ii) a proposed amendment to the Company's Articles of Incorporation to increase the number of authorized shares of our common stock from 6,500,000 shares to 10,000,000 shares; and (iii) an advisory vote on the selection of our independent registered accounting firm, which gives you the opportunity to endorse or not endorse the Company's appointment of the independent registered public accounting firm.

**Who is requesting my vote?**

The solicitation of proxies on the enclosed form is made on behalf of the Board of Directors of the Company and will be conducted primarily through the mail. Please mail your completed proxy in the envelope included with these proxy materials. In addition to the use of the mail, members of the Board of Directors and certain officers and employees of the Company or its subsidiary may solicit the return of proxies by telephone, facsimile, and other

electronic media or through personal contact. The directors, officers and employees that participate in such solicitation will not receive additional compensation for such efforts, but will be reimbursed for out-of-pocket expenses. The cost of preparing, assembling and mailing this Proxy Statement, the Notice of Meeting and the enclosed proxy will be borne by the Company.

**How many votes are required to approve each proposal?**

Proposal One:

Directors will be elected by a plurality of the votes cast at the Annual Meeting. This means that the eleven (11) nominees who receive the largest number of FOR votes cast will be elected as directors.

The laws of Ohio, under which the Company is incorporated, and the Company's Articles of Incorporation provide that if notice in writing is given by any shareholder to the President, Vice President or the Secretary of the Company not less than 48 hours before the time fixed for holding a meeting of shareholders for the purpose of electing directors, that he desires that the voting at that election shall be cumulative, and if an announcement of the giving of such notice is made upon the convening of the meeting by the Chairman or Secretary or by or on behalf of the shareholder giving such notice, each shareholder shall have the right to cumulate such voting power as he possesses in voting for directors. Cumulative voting rights allow shareholders to vote the number of shares owned by them times the number of directors to be elected and to cast such votes for one nominee or to allocate such votes among nominees as they deem appropriate. Shareholders will not be entitled to exercise cumulative voting unless at least one shareholder properly notifies the Company of their desire to implement cumulative voting at the Annual Meeting. The Company is soliciting the discretionary authority to cumulate votes represented by proxy, if such cumulative voting rights are exercised.

Proposal Two:

Under our Articles of Incorporation, the Company maintains a dual approval requirement for this particular amendment. To approve the amendment to increase the number of authorized shares, the affirmative vote of the holders of 66 2/3% of the total number of shares voted with respect to Proposal Two is required to approve the Amendment, provided however, that the total number of shares voted in favor of the Amendment also represent at least a simple majority of the Company's total voting power.

Proposal Three:

The affirmative vote of a majority of the votes cast by the holders of the Company's common stock is required to approve Proposal Three, a non-binding advisory vote on the appointment of the independent registered public accounting firm.

**What are the effects of abstentions and broker non-votes on each proposal?**

If you hold your shares in a trust or brokerage account (sometimes referred to as holding shares in street name) please note that your bank or brokerage firm has no discretionary voting authority with respect to either Proposals One or Two, and therefore cannot vote on either such proposal in the absence of your instructions. As a result, unless you direct your broker on how to vote your shares with respect to those proposals, your shares will remain un-voted on both Proposals One and Two. Shares held in street name for which no voting instructions have been provided by the beneficial owner (and which are not voted by the broker pursuant to discretionary voting authority) are generally referred to as broker non-votes.

Under Proposal One, Directors will be elected by a plurality of the votes cast at the Annual Meeting. This means that the 11(eleven) nominees who receive the largest number of FOR votes cast will be elected as directors. Abstentions from voting and broker non-votes, if any on Proposal One will have no effect on outcome of the election of Directors.

Because Proposal Two regarding the amendment to the Articles of Incorporation requires the affirmative vote of the holders of 66 2/3% of the total number of shares voted at the meeting, which must also, at a minimum, represent at least a simple majority of the Company's total voting power abstentions from voting and broker non-votes, if any, in regard to this proposal will effectively represent a vote against the proposal.

Proposal Three regarding the non-binding advisory vote on the appointment of the Company's independent registered public accounting firm requires only the vote of the majority of the votes cast at the Annual Meeting. Abstentions from voting and broker non-votes, if any, on Proposal Three are not treated as votes cast. As a consequence, abstentions from voting and broker non-votes, if any, on Proposal Three will have no effect on outcome of the passage of the proposal.

**The Board of Directors urges you to read the Proxy statement carefully and then vote your shares for the Annual Meeting.**

**How are shares voted?**

A shareholder may:

Vote **FOR** the proposal

Vote **AGAINST** the proposal or **Withhold Authority** to vote for one or more nominees for election to the Company's Board of Directors; or

Abstain from voting on the proposal

If the accompanying proxy is properly signed and returned and is not withdrawn or revoked, the shares represented thereby will be voted in accordance with the specifications thereon. If the manner of voting such shares is not indicated on the Proxy, the shares will be voted **FOR** the election of each of the nominees for directors named herein, **FOR** the approval of the amendment to the Company's Articles of Incorporation to increase the number of authorized common shares to 10,000,000; and **FOR** the ratification of the Company's independent registered public accounting firm. Your shares will also be voted in the discretion of the proxy committee on any other business properly brought forth at the Annual Meeting.

If your shares are held by a broker, your broker is not permitted to discretionarily vote on your behalf in the absence of voting instructions from you for either Proposals One or Two. For your vote to be counted in the election of directors and with respect to the amendment to the Company's Articles of Incorporation you must communicate your voting decisions to your bank, broker or other holder of record before the date of the Annual Meeting.

**How does the Board recommend that I vote?**

The Board of Directors recommends that you vote as follows:

**FOR** the election of each of the eleven (11) nominees for election to the Board of Directors listed in Proposal One to serve until the Annual Meeting of Shareholders in 2017;

**FOR** Proposal Two to amend the Company's Articles of Incorporation to increase the number of Common Shares that the Company is authorized to issue from 6,500,000 shares without par value to 10,000,000 shares without par value; and

FOR Proposal Three to ratify the Company's appointment of BKD, LLP as its independent registered public accounting firm.

**How do I vote my shares without attending the meeting?**

Whether you hold shares directly or in street name, you may direct your vote without attending the Annual Meeting. If you are a shareholder of record, you may vote by granting a proxy as follows:

**By Mail** You may vote by mail by signing and dating your proxy card and mailing it in the envelope provided. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity (for example as guardian, trustee, custodian, attorney or officer of a corporation), you should indicate your name and title or capacity.

**By Phone** You may vote by phone by calling 1-800-652-VOTE (8683) and following the instructions given.

By Internet You may vote by internet by going to the following web site, following the instructions given and entering the requested information on your computer screen:

<https://www.investorvote.com/FMAO>

Your vote by phone or internet is valid as authorized by the Ohio General Corporation Law.

For shares held in street name , you should follow the voting instructions provided by your broker or nominee. You may complete and mail a voting instruction card to your broker or nominee or, in some cases, submit voting instructions by telephone or the internet. If you provide specific voting instructions by mail, telephone, or internet, your broker or nominee will vote your shares as you have directed. Under NYSE Rule 452, brokers will no longer be allowed to vote uninstructed shares in regard to the election of directors.

### **How do I vote my shares in person at the meeting?**

Even if you plan to attend the meeting, we encourage you to vote by mail, phone or internet so your vote will be counted if you later decide not to attend the meeting.

If you choose to vote at the Annual Meeting:

If you are a shareholder of record, to vote your shares at the meeting you should bring the enclosed proxy card and proof of identity.

If you hold your shares in street name , you must obtain a proxy in your name from your bank, broker or other holder of record in order to vote at the meeting.

Bring the proxy (for record holders) or proof of beneficial ownership (for street name holders) such as a recent brokerage statement or a letter from your bank or broker, and proof of identity to the meeting.

### **What does it mean if I receive more than one proxy?**

It likely means you hold shares registered in more than one account. To ensure that all of your shares are voted, sign and return each proxy.

### **May I change my vote?**

Yes. The presence of a shareholder at the Annual Meeting will not automatically revoke such shareholder's proxy. However, shareholders may revoke a proxy at any time prior to its exercise by filing with the Secretary of the Company a written notice of revocation, by delivering to the Company a duly executed proxy bearing a later date, or by attending the Annual Meeting and notifying the Inspector of Elections of his or her intention to vote in person. Written notices of revoked proxies may be directed to Ms. Norma J. Kauffman, Inspector of Elections of Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502.

### **When will the proxy and annual report be mailed to shareholders?**

This Proxy Statement and the accompanying Notice of Annual Meeting of Shareholders and Proxy are being mailed to the Company's shareholders on or about March 10, 2016.

### **How may I view the proxy and annual report electronically?**

You may access the reports by going to our website at the following address:

**[http://www.fm-bank.com/proxy\(FMAO\)fm2015/fm\\_info.cfm](http://www.fm-bank.com/proxy(FMAO)fm2015/fm_info.cfm)**



**How Many Shares are Owned by Directors and Executive Officers?**

All directors and executive officers of the Company as a group (comprised of 15 individuals), beneficially held 276,231 shares of the Company's common stock as of January 27, 2016, representing 5.99% of the outstanding common stock of the Company.

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## PROPOSAL ONE

### Election of Directors and Information Concerning Directors and Officers

The Code of Regulations of Farmers & Merchants Bancorp, Inc. provides that the number of directors to be elected at the Shareholder Meeting will be determined by the vote of the shareholders, but shall not be less than nine or greater than twenty. Currently, the number of directors is set at eleven. Set forth below, as of the record date, is information concerning the nominees for the election to the Board of Directors. The following persons have been nominated as directors by the Board of Directors upon the recommendation of the Company's Corporate Governance and Nominating Committee to serve until the Annual Meeting of shareholders in 2017:

Name	Age	Principal Occupation or Employment for Past Five Years	Year First Became Director
Eugene N. Burkholder	63	President, Falor Farm Center, Inc.	2012
Steven A. Everhart	61	Self Employed	2003
Darryl L. Faye	70	Retired CFO in Healthcare Industry	2012
Jo Ellen Hornish	62	CEO Hornish Bros, Inc. / Fountain City Leasing, Inc. / Advantage Powder Coating, Inc.	2013
Jack C. Johnson	63	President, Hawk's Clothing, Inc.	1991
Dr. Marcia S. Latta	54	Vice President of University Advancement, The University of Findlay	2009
Steven J. Planson	56	President, Planson Farms, Inc.	2008
Anthony J. Rupp	66	President, Rupp Furniture Co.	2000
Kevin J. Sauder	55	President, Chief Executive Officer, Sauder Woodworking Co.	2004
Paul S. Siebenmorgen	66	President and CEO of the Corporation and The Farmers & Merchants State Bank	2005
Steven J. Wyse	71	Private Investor	1991

There are no family relationships among any of the directors, nominees for election as directors and executive officers of the Company.

While it is contemplated that all nominees will stand for election, and the nominees have confirmed this with the Company, if one or more of the nominees at the time of the Annual Meeting should be unavailable or unable to serve as a candidate for election as a director of the Company, the proxies reserve full discretion to vote the common shares represented by the proxies for the election of the remaining nominees and any substitute nominee(s) designated by the Board of Directors. The Board of Directors knows of no reason why any of the above-mentioned persons will be unavailable or unable to serve if elected to the Board. Under Ohio law and the Company's Code of Regulations, the eleven (11) nominees receiving the greatest number of votes will be elected as directors. The attached form of proxy grants to the persons listed in such proxy the right to vote shares cumulatively in the election of directors if a shareholder properly implements cumulative voting.



Proxies in the form solicited hereby which are properly executed and returned to the Company will be voted in favor of each nominee for election to the Board of Directors unless otherwise instructed by the shareholder. Directors will be elected by a plurality of the votes cast at the Annual Meeting. This means that the eleven (11) nominees the largest number of FOR votes cast will be elected as directors. Abstentions from voting and broker non-votes, if any, on Proposal One will have no effect on outcome of the election of Directors.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS TO SHAREHOLDERS THE ELECTION OF THE ABOVE-LISTED PERSONS AS DIRECTORS FOR THE COMPANY.**

The following table sets forth certain information with respect to the executive officers of the Company and the Bank:

<b>Name</b>	<b>Age</b>	<b>Officer Since</b>	<b>Positions and Offices Held With Company and the Bank &amp; Principal Occupation Held Past Five Years</b>
Paul S. Siebenmorgen	66	2004	President and CEO ( PEO <sup>(1)</sup> )
Barbara J. Britenriker	54	1992	Executive Vice President and Chief Financial Officer ( PFO <sup>(1)</sup> )
Todd A. Graham	65	2008	Executive Vice President & Chief Lending Officer
Edward A. Leininger	59	1981	Executive Vice President and Chief Operating Officer
Rex D. Rice	57	1984	Executive Vice President and Senior Commercial Banking Director

(1) The designation PEO means principal executive officer and PFO means principal financial officer under the rules of the SEC.

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### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth the number of shares of common stock beneficially owned at January 27, 2016 by each director and nominee, and all directors and executive officers as a group. As of the date of this Proxy Statement, management is not aware of any person who beneficially owns more than five percent of the Company's common stock.

#### Beneficial Ownership of

Nominees for Director and Named Executive Officers	Amount of Shares of Common Stock Beneficially Owned	Percent of Total
<i>Directors:</i>		
Eugene N. Burkholder	13,958 <sup>(1)</sup>	0.30%
Steven A. Everhart	11,410 <sup>(2)</sup>	0.25%
Darryl L. Faye	1,200 <sup>(3)</sup>	0.03%
Jo Ellen Hornish	1,400 <sup>(4)</sup>	0.03%
Jack C. Johnson	1,679	0.04%
Marcia S. Latta	1,488	0.03%
Steven J. Planson	6,293 <sup>(5)</sup>	0.14%
Anthony J. Rupp	18,091 <sup>(6)</sup>	0.39%
Kevin J. Sauder	5,070 <sup>(7)</sup>	0.11%
Paul S. Siebenmorgen	28,279 <sup>(8)</sup>	0.61%
Steven J. Wyse	141,068 <sup>(9)</sup>	3.06%
<i>Executive Officers (other than Mr. Siebenmorgen who is noted above):</i>		
Barbara J. Britenriker	6,982 <sup>(10)</sup>	0.15%
Todd A. Graham	2,547 <sup>(11)</sup>	0.06%
Edward A. Leininger	29,235 <sup>(12)</sup>	0.63%
Rex D. Rice	7,531 <sup>(13)</sup>	0.16%
Directors and Executive Officers as a Group (15 persons)	276,231	5.99%

- (1) Includes 5,393 shares of common stock owned by Mr. Burkholder's spouse in trust of which he is the trustee, and shares of common stock held in his individual trust.
- (2) Includes 11,410 shares of common stock owned jointly with Mr. Everhart's spouse.
- (3) Includes 1,200 shares of common stock owned jointly with Mr. Faye's spouse in trust.
- (4) Includes 1,400 shares of common stock owned jointly with Ms. Hornish's spouse.
- (5) Includes 1,503 shares of common stock owned jointly with Mr. Planson's spouse, 2,267 shares of common stock held in his individual trust, 1,394 shares of common stock owned individually by Mr. Planson, and 1,081 shares of common stock owned individually by Mr. Planson's spouse.
- (6) Includes 8,964 shares of common stock owned individually by Mr. Rupp's spouse.
- (7) Includes 2,535 shares of common stock owned by Mr. Sauder's spouse in trust.
- (8) Includes 9,330 shares of common stock owned jointly by Mr. Siebenmorgen with his spouse, 3,700 shares owned by a church of which Mr. Siebenmorgen serves on the endowment committee (of which Mr. Siebenmorgen

disclaims beneficial ownership), and 4,100 shares representing restricted stock awards issued pursuant to the Company's Long Term Incentive Plan, 1,000 shares which will vest on 8/16/16, 1,100 shares which will vest on 8/15/17, 2017 and 2,000 shares which will vest on 8/21/18.

- (9) Includes 64,247 shares of common stock owned by Mr. Wyse's spouse in trust and 10,273 shares of common stock owned in trusts of which Mr. Wyse is co-trustee, and 66,548 shares held by his individual trust.
- (10) Includes 5,382 shares of common stock owned jointly with Ms. Britenriker's spouse and 1,600 shares representing restricted stock awards issued pursuant to the Company's Long Term Incentive Plan, 500 shares which will vest on 8/16/16, 500 shares which will vest on 8/15/17, and 600 shares which will vest on 8/21/18.

- (11) Includes 947 shares of common stock owned jointly with Mr. Graham's spouse and 1,600 shares representing restricted stock awards pursuant to the Company's Long Term Incentive Plan, 500 shares which will vest on 8/16/16, 500 shares which will vest on 8/15/17 and 600 shares will vest on 8/21/18.
- (12) Includes 8,195 shares of common stock owned jointly with Mr. Leininger's spouse, 19,440 shares for which he has Power of Attorney, and 1,600 shares representing restricted stock awards issued pursuant to the Company's Long Term Incentive Plan, 500 shares which will vest on 8/16/16, 500 shares which will vest on 8/15/17 and 600 shares which will vest on 8/21/18.
- (13) Includes 5,911 shares of common stock owned jointly with Mr. Rice's spouse and 1620 shares representing restricted stock awards issued pursuant to the Company's Long Term Incentive Plan, 500 shares which will vest on 8/16/16, 520 shares which will vest on 8/15/17 and 600 shares which will vest on 8/21/18.

**Committees of the Board of Directors**

The following table summarizes the membership of the Board of Directors as of December 31, 2015 and each of its committees, and the number of times each met during 2015.

	<b>Board</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Corporate Governance And Nominating Committee</b>
Eugene N. Burkholder	Member			
Steven A. Everhart	Member	Chair	Member	
Darryl L. Faye	Member	Member		
Jo Ellen Hornish	Member	Member		
Jack C. Johnson	Chair		Member	Member
Marcia S. Latta	Member			Chair
Steven J. Planson	Member	Member		
Anthony J. Rupp	Member			Member
Kevin J. Sauder	Member		Chair	
Paul S. Siebenmorgen	Member			
Steven J. Wyse	Vice Chairman		Member	Member
<b>Number of Meetings in 2015</b>	8	8	4	2

The Directors of Farmers & Merchants Bancorp, Inc. are also the directors of The Farmers & Merchants State Bank, the primary operating subsidiary of the Company. The Company's Board of Directors met 8 times during 2015 whereas the Board of Directors of the Bank met 12 times in 2015.

During 2015, each director attended 75% or more of the total meetings of the Board and the committees on which they served (held during the period that each served as a director) of the Company and Farmers & Merchants State Bank.

The Compensation Committee is responsible for establishing salary levels and benefits for its executive officers. In determining the compensation of the executive officers of the Company's subsidiary, the subsidiary has sought to create a compensation program that relates compensation to financial performance, recognizes individual contributions and achievements, and attracts and retains outstanding executive officers.

The Company has a Corporate Governance and Nominating Committee, which is responsible for recommendations to the full Board of Directors of candidates to serve as Director of the Company and the Bank, and to suggest any proposed amendments to the Company's Articles of Incorporation, Code of Regulations and other corporate governance policies.

The Company also has an Audit Committee established in accordance with 15 U.S.C. 78c (a) (58) (A). The primary function of the Audit Committee is to review the adequacy of the Company's system of internal controls, to investigate the scope and adequacy of the work of the Company's independent public accountants and to recommend to the Board of Directors a firm of accountants to serve as the Company's independent public accountants.



## Corporate Governance

Starting in 2003, the Company reviewed its corporate governance policies as a matter of good business practices and in light of the passage of the Sarbanes-Oxley Act of 2002 ( Sarbanes Oxley ) and regulations promulgated by the Securities and Exchange Commission ( SEC ) and listing standards adopted by NASDAQ. While the corporate governance requirements set forth in the NASDAQ listing standards are not applicable to the Company because it is not listed on NASDAQ, the Company decided to implement most of those corporate governance policies to encourage appropriate conduct among the members of its Board of Directors, officers and employees and to assure that the Company operates in an efficient and ethical manner.

In consideration of the size, complexity, and nature of the Company's business, the Board of Directors and Corporate Governance and Nominating Committee have chosen to establish separate positions for the President and the Board Chairman in order to maintain a separation of power and duties to further strengthen the governance structure. The Board Chairman is a non-employee, outside director who is not directly involved with the daily operations of the Company. Thus, the Board Chairman is able to focus attention on corporate structure and future strategic direction. The Board Chairman serves as the leader of the Board of Directors, presiding over full board meetings and ensuring full accountability for the shareholders' interests. Effectively monitoring the decisions and actions of management is one of the primary roles of the Board of Directors. The President and Chief Executive Officer is a bank insider providing management and leadership for ongoing operations of the Company who is also accountable to the Board of Directors. Succession plans exist for the Board Chairman and President and Chief Executive Officer, as well as Vice Chairman of the Board, and all the Executive Officers of the Bank.

## Committee Charters and Board Independence

The Board of Directors has adopted charters for the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. The members of each of these three committees are currently, and under the terms of the respective charters, will continue to be independent pursuant to standards adopted by NASDAQ. Further, the Board of Directors has determined that under the NASDAQ independence standards, a majority of the members of the Board of Directors are currently independent. In reviewing the independence of members, the Board of Directors took into account the transactions disclosed under the caption Director Independence and Related Party Transactions appearing in this proxy. In making this determination, the Board has concluded that a majority of the members of the Board have no relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Copies of the charters for each of these committees are available on the Bank's website ([www.fm-bank.com](http://www.fm-bank.com)), and are available upon request from the Company. Shareholders desiring a paper copy of one or all of the charters should address written requests to Ms. Lydia A. Huber, Secretary of Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502.

## Code of Conduct and Ethics

The Board of Directors has adopted a Code of Business Conduct and Ethics (the Code ). The Code applies to all officers, directors and employees of the Company and the Bank. The administration of the Code has been delegated to the Audit Committee of the Board of Directors, a committee comprised entirely of independent directors . The Code addresses topics such as compliance with laws and regulations, honest and ethical conduct, conflicts of interest, confidentiality and protection of Company assets, fair dealing and accurate and timely periodic reports, and also provides for enforcement mechanisms. The Board and management of the Company intend to continue to monitor not only the developing legal requirements in this area, but also the best practices of comparable companies, to assure that the Company maintains sound corporate governance practices in the future.

A copy of the Company's Code is available on the website of the Bank ([www.fm-bank.com](http://www.fm-bank.com)). In addition, a copy of the Code is available to any shareholder free of charge upon request. Shareholders desiring a copy of the Code should

address written requests to Ms. Lydia A. Huber, Secretary of Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502, and are asked to mark Code of Business Conduct and Ethics on the outside of the envelope containing the request.

### **Nominations for Members of the Board of Directors**

As noted above under **Corporate Governance**, the Company has a Corporate Governance and Nominating Committee. The current members of the committee all are independent directors (as defined by NASDAQ). The Corporate Governance and Nominating Committee has developed a policy regarding the consideration of nominations for directors by shareholders. The policy is posted on the Bank's website for review by shareholders. As outlined in its policy, the Corporate Governance and Nominating Committee will consider nominations from shareholders, although it does not actively solicit such nominations. Proposed nominations should be addressed to Chairman of the Corporate Governance and Nominating Committee of Farmers & Merchants Bancorp, Inc., 307 North Defiance Street, Archbold, Ohio 43502. Such nominations must include a description of the specific qualifications the candidate possesses and a discussion as to the effect on the composition and effectiveness of the Board. The identification and evaluation of all candidates for nominee to the Board of Directors are undertaken on an ad hoc basis within the context of the Company's strategic initiatives at the time a vacancy occurs on the Board or as anticipated retirement dates approach. In evaluating candidates, the committee considers a variety of factors, including the candidate's integrity, independence, qualifications, skills, occupation, experience (including experiences in finance and banking), familiarity with accounting rules and practices, and compatibility with existing members of the Board. In addition, attributes such as place of residence and geographic markets represented, age, gender, involvement and visibility in the counties and communities represented by the Company's current and future geographic footprint, and relationships with the Company and the Bank are given consideration. Other than the foregoing, there are no stated minimum criteria for nominees, although the committee may consider such other factors as it may deem at the time to be in the best interest of the Company and its shareholders, which factors may change from time to time.

To maintain a diverse mix of individuals, primary consideration is given to the depth and breadth of an individual's business and civic experience in leadership positions, as well as their ties to the Farmers & Merchants Bancorp, Inc.'s markets. All current directors were deemed eligible for nomination in the ensuring year.

Consideration has been given to the number of directors based on the board size of the ten peer bank holding companies as identified in the Compensation Discussion and Analysis for comparison of executive officer compensation. With the retirement of James Saneholtz from the Board of Directors in August 2015, the open seat on the board was closed for the present time and the number of seats on the Board of Directors was reduced to eleven (11). The Corporate Governance and Nominating Committee will continue to assess and evaluate how the Board of Directors is functioning and whether additional board members are needed.

As currently comprised, the Board of Directors is a diverse group of individuals who are drawn from various market sectors and industry groups with a presence in the Farmers & Merchants Bancorp, Inc.'s markets. Board members are individuals with leadership skills, extensive knowledge, and proven experience who reside in, serve and represent the Company's geographic footprint throughout the counties and communities served, as well as the broader region. Current board representation provides a background in accounting, auditing, agriculture, construction, finance, fund raising, manufacturing, retail, commercial, and education. The expertise of these individuals covers accounting and financial reporting, corporate management and leadership, professional development, strategic planning, business acquisitions, marketing, human resources and employee relations, retail sales, small business operations, and family farm operations. In addition, gender and generational attributes further broaden the diversity of the full Board of Directors. What follows is a brief description of the particular experience and qualifications of each member of the Company's Board of Directors.

#### **Eugene N. Burkholder**

Mr. Burkholder owns and manages Falor Farm Center, Inc., a large, independent agricultural retail fertilizer, chemical and seed company. His involvement with Falor Farm Center, Inc. spans over 35 years. He is part owner and member of Black Swamp Equipment, LLC, Burkholder Farms, LLC, and owner of JRBC Properties, LLC. He is also a cash grain farmer. Through his business relationships, he is knowledgeable of the markets covering Fulton, Defiance, Lucas, Henry, and Wood Counties in Ohio and Lenawee County, Michigan. These are the same areas where the Company's potential customer base is growing and expanding. His induction into the Fulton County Agricultural Hall of Fame in 2011 attests to the depth of his agricultural involvement. He is a current member of the Fulton County Agricultural Society and Ohio Agricultural Business Association.

With his involvement in multiple companies, he also brings an understanding of the concerns and operations of small business. He is a current member of NFIB (National Federation of Independent Businesses), the Ohio Chamber of Commerce and also serves on the Pike-Delta-York School's Financial Advisory Board. Mr. Burkholder chairs the Enterprise Risk Management Committee.

Mr. Burkholder is familiar with the workings of the Bank as he previously served on the Bank's Delta Advisory Board. He graduated from Ohio State University with a Bachelor of Science in Agronomy specializing in soil fertility. A graduate of Wauseon High School, he previously worked for Fulton County Soil & Water Conservation Society and taught Vocational Agriculture at Stryker Local Schools in Stryker, Ohio.

#### **Steven A. Everhart**

Mr. Everhart is the Board of Directors' designated financial expert providing financial expertise to the board structure. A Certified Public Accountant, Mr. Everhart worked for Ernst & Young, a large international accounting firm. His experience in public accounting included external bank audits and involvement with large corporate mergers and acquisitions. Currently, Mr. Everhart has a consulting business focused on business development and accounting services. He was the long-time Secretary/Treasurer and board member of a multi-state construction group that specialized in highway contracting, bridge building, steel erection, commercial and industrial construction, as well as environmental remediation. His professional duties included all financial activities and financial reporting, audit preparation, budgeting, compensation reviews, and knowledge of government regulatory requirements. He brings extensive accounting and financial expertise with a sound understanding of accounting principles and practices; experience in preparing, analyzing, and evaluating financial statements; knowledge of internal controls and procedures for financial reporting; as well as insight on audit committee functions. Mr. Everhart is Chairman of the Audit Committee, a member of the Compensation Committee and the Enterprise Risk Management Committee.

A graduate of the University of Cincinnati with a Bachelor of Arts degree in Business Administration, Mr. Everhart is a long-term resident of Northwest Ohio. His current memberships include Ohio Society of Certified Public Accountants and the Institute of Internal Auditors (IIA).

#### **Darryl L. Faye**

Mr. Faye retired from Cameron Memorial Hospital in Angola, Indiana, where he served as Chief Financial Officer. Mr. Faye had responsibilities for all financial reporting, budgets, strategic planning, audits, accounting, bond issuance, credit and collections, and Business Office functions. He also served on the Board of the Cameron Hospital Foundation. He has worked in healthcare for over 40 years, including serving as Corporate Controller for the twenty-one hospitals of the Shriners Hospitals for Crippled Children system, which included asset management of donated and willed properties; involving farms and related mineral rights, as well as other real estate. His healthcare financial experience also included positions at Northwestern Memorial and Michael Reese Hospitals and several other for-profit and non-profit hospitals in the Chicago area. Relocating from Chicago to central Illinois, he was the Vice President of Finance at Iroquois Memorial Hospital in Watseka, Illinois for 14 years. While in that capacity, he also served on the Boards of the Iroquois Development Association and the Iroquois County Historical Society and was the Finance Officer of the local American Legion Post. Due to his involvement in the healthcare industry, Mr. Faye can offer guidance on healthcare-related matters and brings financial and accounting expertise to the Board. He serves as a member of the Audit Committee.

Mr. Faye proudly served in the US Army, spending time in Vietnam where he earned a Bronze Star as a combat infantryman in the First Infantry Division. After completing part-time studies at Northwestern and Loyola Universities in Chicago, he completed his Bachelor of Arts degree in Business Administration at Lewis University, a Catholic liberal arts college in Romeoville, Illinois. He was a Board Member for Junior Achievement serving primarily in a fund-raising capacity for Steuben County, Indiana. While living in Chicago, he was a volunteer head coach of a junior high basketball program for 14 years. While living in Iroquois County, Illinois, he continued coaching basketball, this time at the high school level.

**Jo Ellen Hornish**

Ms. Hornish is the President and CEO of several Defiance area companies. She oversees the day-to-day strategic and financial operations of Hornish Bros., Inc., Fountain City Leasing, Inc., Advantage Powder Coating, Inc., OneSource Diversified Services, Ltd., and Hornish Properties, LLC. Hornish Bros., Inc. is a trucking company purchased in 1984 which has common and contract authority in 48 states and Canada. It has been recognized as an eight-time General Motors Worldwide Supplier of the Year. Fountain City Leasing, Inc. is a privately-owned business with over 120 trucks and 600 trailers leased to Hornish Bros., Inc. and employs over 115 drivers, office, and shop employees. Advantage Powder Coating, Inc. was formed to powder coat iron castings for the automotive community, with a line capacity to process over 100,000 pounds of castings per hour. Advantage Powder Coating, Inc. has expanded its services to include impreg

SCHNITZER STEEL INDUSTRIES, INC.  
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS  
(Unaudited, in thousands, except per share amounts)

	For The Three Months Ended November 30,	
	2005 <sup>(1)</sup>	2004
Revenues	\$ 341,231	\$ 198,961
Operating Expenses:		
Cost of goods sold	285,106	139,752
Selling, general and administrative	40,344 <sup>(2)</sup>	11,867
Environmental matter	—	500 <sup>(3)</sup>
Income from wholly-owned operations	15,781	46,842
Income from joint ventures	1,752	20,464
Operating income	17,533	67,306
Other income (expense):		
Interest expense	(435)	(284)
Other income (expense)	55,534 <sup>(4)</sup>	(148)
	55,099	(432)
Income before income tax and minority interests	72,632	66,874
Income tax provision	(31,135)	(23,272)
Income before minority interests	41,497	43,602
Minority interests, net of tax	(153)	(666)
Pre-acquisition interests, net of tax	186	—

Net income	\$	41,530	\$	42,936
Net income per share - basic:	\$	1.36	\$	1.41
Net income per share - diluted:	\$	1.34	\$	1.38

(1) The Company elected to consolidate results of two of the businesses acquired through the Hugo Neu Corporation (“HNC”) separation and termination agreement as though the transaction had occurred at the beginning of the fiscal 2006, instead of the date of acquisition. The increase in revenues and operating income that resulted from the election are offset by pre-acquisition interests, net of tax.

(2) Includes a charge of \$11.0 million associated with the investigation reserve (see Note 5).

(3) Fiscal 2005 amounts relate to environmental matters primarily associated with the Hylebos Waterway project.

(4) Includes a gain on disposition of joint ventures of \$54.6 million.

The accompanying notes to the unaudited condensed consolidated financial statements are an integral part of these statements.



SCHNITZER STEEL INDUSTRIES, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
(Unaudited, in thousands, except per share amounts)

	Class A		Class B		Additional	Accumulated		
	Common	Common	Common	Common	Paid-in	Retained	Other	
	Shares	Amount	Shares	Amount	Capital	Earnings	Comprehensive	Total
							Income/(Loss)	
Balance at August 31, 2004	22,022	\$ 22,022	8,306	\$ 8,306	\$ 110,177	\$ 278,374	\$	1 \$ 418,880
Net income						146,867		146,867
Foreign currency translation adjustment							28	28
Comprehensive income								146,895
Class B common stock converted to Class A common stock	320	320	(320)	(320)				—
Class A common stock issued	148	148			1,511			1,659
Tax benefits from stock options exercised					14,157			14,157
Cash dividends paid - common (\$0.068 per share)						(2,063)		(2,063)
Balance at August 31, 2005	22,490	22,490	7,986	7,986	125,845	423,178	29	579,528
Net income						41,530		41,530
Foreign currency translation adjustment							(60)	(60)
Comprehensive income								41,470
Stock-based compensation					494			494
Class A common stock issued	3	3			14			17
Cash dividends paid - common (\$0.017 per share)						(519)		(519)

Balance at  
November, 2005            22,493 \$ 22,493    7,986 \$ 7,986 \$ 126,353 \$ 464,189 \$    (31)\$ 620,990

The accompanying notes to the unaudited condensed consolidated financial statements  
are an integral part of these statements.

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SCHNITZER STEEL INDUSTRIES, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited, in thousands)

	For The Three Months Ended November 30,	
	2005 (as restated)	2004 (as restated)
Cash flows from operating activities:		
Net income	\$ 41,530	\$ 42,936
Noncash items included in net income:		
Depreciation and amortization	6,241	5,050
Minority and pre-acquisition interests	320	1,021
Deferred income taxes	(10,206)	—
Distributed/(undistributed) equity in earnings of joint ventures	15,787	491
Stock based compensation expense	494	—
Gain on disposal of assets	(54,618)	(127)
Changes in assets and liabilities:		
Accounts receivable	21,321	13,972
Inventories	(7,753)	(12,587)
Prepaid expenses and other current assets	11,556	(108)
Other assets	1,630	53
Accounts payable	(12,684)	(1,162)
Accrued liabilities	21,409	(8,295)
Environmental liabilities	(2,959)	(3,156)
Other liabilities	(767)	159
Net cash provided by operating activities	31,301	38,247
Cash flows from investing activities:		
Capital expenditures	(15,823)	(7,531)
Acquisitions, net of cash acquired	(75,548)	—
Cash paid to joint ventures	(449)	(313)
Proceeds from sale of assets	12	398
Net cash used in investing activities	(91,808)	(7,446)
Cash flows from financing activities:		
Proceeds from line of credit	43,000	48,300
Repayment of line of credit	(33,000)	(30,800)
Proceeds from long-term debt	140,184	69,500
Repayment of long-term debt	(72,000)	(104,547)
Issuance of Class A common stock	17	1,182
Distributions to minority interests	(1,045)	(1,273)
Dividends declared and paid	(518)	(515)
Net cash provided by (used in) financing activities	76,638	(18,153)
Net increase in cash	16,131	12,648

Cash at beginning of period	20,645	11,307
Cash at end of period	\$ 36,776	\$ 23,955

The accompanying notes to the unaudited condensed consolidated financial statements are an integral part of these statements.

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SCHNITZER STEEL INDUSTRIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2005 AND 2004

**Note 1 - Restatement:**

The condensed consolidated statements of operations for the three months ended November 30, 2005 have been restated due to the following:

The restatement corrects errors related to the interpretation and application of purchase accounting and the reporting of cash flows. During the three months ended November 30, 2005, as a result of a separation and termination agreement with Hugo Neu Corporation (“HNC”), the Company acquired the assets of Prolerized New England Company and Subsidiaries (“PNE”), Hugo Neu Schnitzer Global Trade-Baltic Operations (“HNSGT-Baltic”), and THS Recycling LLC, dba Hawaii Metal Recycling Company (“HMR”). Additionally, during the three months ending November 30, 2005, the Company acquired the assets of Regional Recycling, LLC (“Regional”) and purchased GreenLeaf Auto Recyclers, LLC (“GreenLeaf”). In the condensed consolidated statements of operations for the three months ended November 30, 2005, included in the Company’s Original Form 10-Q, the Company accounted for the operations of all of the acquired businesses on a consolidated basis, as of the beginning of the Company’s fiscal year 2006, with a corresponding deduction for the pre-acquisition operating results in arriving at net income.

It was determined that the acquired entities in which the Company did not have a previous interest, HMR, Regional and GreenLeaf, were accounted for incorrectly in the Company’s condensed consolidated statements of operations for the three months ended November 30, 2005 included in the Company’s Original Form 10-Q. ARB 51 allows the results of operations of entities acquired through a “step” acquisition to be consolidated as of the beginning of the fiscal year or as of the date of the acquisition. If the results of operations are consolidated as of the beginning of the fiscal year, there must be an offset for the pre-acquisition interests prior to arriving at net income. As the Company had prior joint venture interests in PNE and HNSGT-Baltic, the acquisitions of PNE and HNSGT-Baltic were each “step” acquisitions and the Company’s decision to consolidate their operations as of the beginning of fiscal year 2006 was appropriate. However, as the Company did not have a previous interest in HMR, Regional, and GreenLeaf, these acquisitions, under the provisions of SFAS 141, were not “step” acquisitions and their results of operations should have been consolidated as of the relevant dates of acquisition.

While the error did not impact net income or net income per share, it did result in the misstatement of a number of line items in the condensed consolidated statements of operations for the three months ended November 30, 2005, as presented. The error had no impact on the condensed consolidated balance sheets as of November 30, 2005 or the consolidated statements of cash flows for the three months ended November 30, 2005.

SCHNITZER STEEL INDUSTRIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2005 AND 2004

A summary of the restatements included in the condensed consolidated statements of operations in this amended filing are:

	As Previously Reported	Adjustment	As Restated
<i>Statement of Operations for the three months ended November 30, 2005</i>			
Revenue	\$ 388,673	\$ (47,442)	\$ 341,231
Cost of goods sold	326,710	(41,604)	285,106
Selling, general and administrative	41,990	(1,646)	40,344
Interest expense	(981)	546	(435)
Other income, net	64,441	(8,907)	55,534
Income tax provision	(35,557)	4,422	(31,135)
Pre-acquisition interests, net of tax	(7,945)	8,131	186
Net income	41,530	—	41,530

Additionally, as a result of the error in purchase accounting, cash acquired from the Company's investments in Regional, HMR, Greenleaf, PNE and HNSGT-Baltic was classified as net cash provided by operations in error. This restatement corrects this error and reclassifies the cash acquired as a result of the acquisitions as net cash (used) provided by investments. The restatement of the consolidated statements of cash flows affects the minority interest, accrued liabilities, equity in income of joint ventures and other assets and liabilities line items in the consolidated statements of cash flows.

Finally, the consolidated statements of cash flows for the quarters ended November 30, 2005 and November 30, 2004 have been restated to correct an error in the classification of cash flows received from its interest in joint ventures. The Company had previously considered cash flows received from its joint ventures as returns of its investment and had therefore classified these cash flows as investing activities. However, the Company has now determined that the cash flows from its joint ventures should have been considered a return on its investment and classified as an operating activity as distributed/(undistributed) equity in earnings of joint ventures. The restatement does not affect net income or earnings per share and did not have an impact on the Company's consolidated statements of operations or consolidated statements of shareholders' equity for the quarters ended November 31, 2005 and November 31, 2004, nor did it have an impact on the consolidated balance sheets as of November 31, 2005 and November 31, 2004. Additionally, the Company has corrected its presentation of changes in other assets and changes in other liabilities within the cash flows from operating activities section and proceeds from line of credit, repayments of line of credit, proceeds from long-term debt, and repayments of long-term debt, within the cash flows from financing activities section of the consolidated statements of cash flows, to reflect these items gross rather than net.

SCHNITZER STEEL INDUSTRIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2005 AND 2004

Restated consolidated statements of cash flows for all affected periods reflecting the aforementioned adjustments are presented below (amounts in thousands):

	For The Three Months Ended November 30, 2005		
	As reported	Adjustment	As restated
Cash flows from operating activities:			
Net income	\$ 41,530	\$ —	\$ 41,530
Noncash items included in net income:			
Depreciation and amortization	6,241	—	6,241
Minority and pre-acquisition interests	493	(173)	320
Deferred income taxes	(10,206)	—	(10,206)
Distributed/(undistributed) equity in earnings of joint ventures	(1,345)	17,132	15,787
Stock based compensation expense	494	—	494
Gain on disposal of assets	(54,617)	(1)	(54,618)
Changes in assets and liabilities:			
Accounts receivable	21,321	—	21,321
Inventories	(7,753)	—	(7,753)
Prepaid expenses and other current assets	11,556	—	11,556
Other assets	—	1,630	1,630
Accounts payable	(12,684)	—	(12,684)
Accrued liabilities	27,533	(6,124)	21,409
Environmental liabilities	(2,958)	(1)	(2,959)
Other liabilities	—	(767)	(767)
Other assets and liabilities	3,546	(3,546)	—
Net cash provided by operating activities	23,151	8,150	31,301
Cash flows from investing activities:			
Capital expenditures	(15,823)	—	(15,823)
Acquisitions, net of cash acquired	(85,641)	10,093	(75,548)
Cash received from joint ventures	17,957	(17,957)	—
Cash paid to joint ventures	(163)	(286)	(449)
Proceeds from sale of assets	12	—	12
Net cash used in investing activities	(83,658)	(8,150)	(91,808)
Cash flows from financing activities:			
Proceeds from line of credit	—	43,000	43,000
Repayment of line of credit	—	(33,000)	(33,000)
Proceeds from long-term debt	—	140,184	140,184
Repayment of long-term debt	—	(72,000)	(72,000)
Issuance of Class A common stock	17	—	17
Distributions to minority interests	(1,045)	—	(1,045)
Dividends declared and paid	(518)	—	(518)
Increase (decrease) in long-term debt	78,184	(78,184)	—

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Net cash provided by financing activities	76,638	—	76,638
Net increase in cash	16,131	—	16,131
Cash at beginning of period	20,645	—	20,645
Cash at end of period	\$ 36,776	\$ —	\$ 36,776

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SCHNITZER STEEL INDUSTRIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2005 AND 2004

	For The Three Months Ended November 30, 2004		
	As reported	Adjustment	As restated
Cash flows from operating activities:			
Net income	\$ 42,936	\$ —	\$ 42,936
Noncash items included in net income:			
Depreciation and amortization	5,050	—	5,050
Minority and pre-acquisition interests	1,021	—	1,021
Distributed/(undistributed) equity in earnings of joint ventures	(20,464)	20,955	491
Stock based compensation expense	—	—	—
Gain on disposal of assets	(127)	—	(127)
Changes in assets and liabilities:			
Accounts receivable	13,972	—	13,972
Inventories	(12,587)	—	(12,587)
Prepaid expenses and other current assets	(108)	—	(108)
Other assets	-	53	53
Accounts payable	(1,162)	—	(1,162)
Accrued liabilities	(8,295)	—	(8,295)
Environmental liabilities	(3,156)	—	(3,156)
Other liabilities	—	159	159
Other assets and liabilities	212	(212)	-
Net cash provided by operating activities	17,292	20,955	38,247
Cash flows from investing activities:			
Capital expenditures	(7,531)	—	(7,531)
Cash received from joint ventures	20,955	(20,955)	—
Cash paid to joint ventures	(313)	—	(313)
Proceeds from sale of assets	398	—	398
Net cash provided by investing activities	13,509	(20,955)	(7,446)
Cash flows from financing activities:			
Proceeds from line of credit	—	48,300	48,300
Repayment of line of credit	—	(30,800)	(30,800)
Proceeds from long-term debt	—	69,500	69,500
Repayment of long-term debt	—	(104,547)	(104,547)
Issuance of Class A common stock	1,182	—	1,182
Distributions to minority interests	(1,273)	—	(1,273)
Dividends declared and paid	(515)	—	(515)
Increase (decrease) in long-term debt	(17,547)	17,547	—
Net cash used in financing activities	(18,153)	—	(18,153)
Net increase in cash	12,648	—	12,648

Cash at beginning of period	11,307	—	11,307
Cash at end of period	\$ 23,955	\$ —	23,955

**Note 2 - Summary of Significant Accounting Policies:***Basis of Presentation*

The accompanying unaudited condensed consolidated financial statements of Schnitzer Steel Industries, Inc. (the “Company”) have been prepared pursuant to generally accepted accounting principles and the rules and regulations of the Securities Exchange Commission (“SEC”). Certain information and note disclosures normally included in annual financial statements have been condensed or omitted pursuant to those rules and regulations. In the opinion of management, all adjustments, consisting only of normal, recurring adjustments considered necessary for a fair presentation, have been included. Although management believes that the disclosures made are adequate to ensure that the information presented is not misleading, management suggests that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company’s annual report for the fiscal

SCHNITZER STEEL INDUSTRIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
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year ended August 31, 2005. The results for the three months ended November 30, 2005 and 2004 are not necessarily indicative of the results of operations for the entire year.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation. These changes had no impact on previously reported results of operations or shareholders' equity.

Cash and Cash Equivalents

Cash and cash equivalents include short-term securities that are not restricted by third parties and have an original maturity date of 90 days or less. Included in accounts payable are book overdrafts of \$12.6 million and \$11.5 million as of November 30, 2005 and August 31, 2005, respectively.

Earnings and Dividends per Share

Basic earnings per share (EPS) is computed based upon the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution that would occur if securities or other contracts to issue common stock were exercised or converted into common stock. All of the options issued through and outstanding as of November 30, 2005, except for 155,900 shares granted on November 29, 2005, are considered to be dilutive.

The following represents the reconciliation from basic EPS to diluted EPS (in thousands, except per share amounts):

	For the Three Months Ended November 30,	
	2005	2004
Net Income	\$ 41,530	\$ 42,936
Computation of shares:		
Average common shares outstanding	30,477	30,350
Stock options	560	793
Diluted average common shares outstanding	31,037	31,143
Basic EPS	\$ 1.36	\$ 1.41
Diluted EPS	\$ 1.34	\$ 1.38
Dividend per share	\$ 0.017	\$ 0.017

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Goodwill and Intangible Assets

The changes in the carrying amount of goodwill for the three months ended November 30, 2005 are as follows (in thousands):

	Metals Recycling Business	Auto Parts Business	Total
Balance as of August 31, 2005	\$ 34,771	\$ 116,583	\$ 151,354
Acquisition of GreenLeaf Auto Recyclers, LLC (see Note 4)		14,001	14,001
Separation and termination of joint venture relationships with Hugo Neu Corporation (see Note 4)	61,557		61,557
Acquisition of Regional Recycling LLC assets (see Note 4)	39,915		39,915
Balance as of November 30, 2005	\$ 136,243	\$ 130,584	\$ 266,827

The Company performs impairment tests annually during the second quarter of the fiscal year and whenever events and circumstances indicate that the value of goodwill and other indefinite-lived intangible assets might be impaired. Based on to the operating results of each of the businesses identified above and the Company's impairment testing completed in the second quarter of fiscal 2005, the Company determined that none of the above balances were considered impaired.

New Accounting Pronouncements

In November 2004, the Financial Accounting Standards Board (FASB) issued SFAS 151, "Inventory Costs". This statement clarifies the accounting for abnormal amounts of idle facility expense and freight and handling costs when those costs may be so abnormal as to require treatment as period charges. This statement is effective for fiscal years beginning after June 15, 2005. The Company adopted SFAS 151 on September 1, 2005 with no material impact on the consolidated financial statements.

In December 2004, the FASB issued SFAS 153, "Exchanges of Nonmonetary Assets." This statement explains that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. This statement is effective for fiscal years beginning after June 15, 2005. The Company adopted SFAS 153 on September 1, 2005 with no material impact on the consolidated financial statements.

In June 2005, the FASB issued SFAS 154, "Accounting Changes and Error Corrections." This statement revises the reporting requirements related to changes in accounting principles or adoption of new accounting pronouncements. This statement is effective for fiscal years beginning after December 15, 2005. The Company does not anticipate this pronouncement to have a material impact on the consolidated financial statements.

In December 2004, the FASB finalized SFAS No. 123(R) "Share-Based Payment", which will be effective for the first interim reporting period of the first fiscal year beginning after June 15, 2005. The new standard requires the Company to expense stock options beginning in the first quarter of fiscal 2006. The Company adopted SFAS No. 123(R), effective September 1, 2005. SFAS 123(R) requires the recognition of the fair

value of stock-based compensation in net income. The Company recognizes stock-based compensation expense over the requisite service period of the individual grants, which generally equals the vesting period. See Note 8 for further information regarding stock based compensation.

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**Note 3 - Inventories:**

Inventories consisted of the following (in thousands):

	November 30, 2005	August 31, 2005
Recycled metals	\$ 124,702	\$ 38,027
Work in process	8,084	17,124
Finished goods	62,984	36,304
Supplies	15,958	14,734
	\$ 211,728	\$ 106,189

**Note 4 - Business Combinations***Hugo Neu Corporation Separation and Termination Agreement*

On September 30, 2005, the Company, HNC and certain of their subsidiaries closed a transaction to separate and terminate their metals recycling joint venture relationships. The Company received the following as a result of the HNC joint venture separation and termination:

- The assets and related liabilities of Hugo Neu Schnitzer Global Trade related to a trading business in parts of Russia and the Baltic region, including Poland, Denmark, Finland, Norway and Sweden, and a non-compete agreement from HNC that bars it from buying scrap metal in certain areas in Russia and the Baltic region for a five-year period ending on June 8, 2010.
- The joint ventures' various interests in the New England operations that primarily operate in Massachusetts, New Hampshire, Rhode Island and Maine.
  - Full ownership in the Hawaii metals recycling business that was previously owned 100% by HNC.
  - A payment of \$36.6 million in cash, net of debt paid, subject to post-closing adjustments.

HNC received the following as result of the HNC joint venture separation and termination:

- The joint venture operations in New York, New Jersey and California, including the scrap processing facilities, marine terminals and related ancillary satellite sites, the interim New York City recycling contract, and other miscellaneous assets.
- The assets and related liabilities of Hugo Neu Schnitzer Global Trade that are not related to the Russian and Baltic region trading business.

The agreement provides for potential purchase price adjustments based on the closing date working capital of the acquired Hawaii business as well as the joint ventures' ending balances. The Company has not determined whether any purchase price adjustments will be necessary.

In accordance with SFAS 141, "Business Combinations," the purchase price of the acquired assets and liabilities assumed under the separation and termination agreement is the fair value of the joint venture interests given up as part of the exchange as well as cash received, other liabilities assumed and acquisition costs, net of cash received. As a result, the purchase price is estimated to be \$165.1 million, including acquisition costs of approximately \$6.3 million. The \$54.6 million gain resulting from the joint venture divestiture represents the difference between the fair value of \$160.1 million and the carrying value of \$105.5 million of the joint ventures.

The purchase price was allocated to tangible and intangible identifiable assets acquired and liabilities assumed based on an estimate of the respective fair values. Final valuation reports are pending from a third party. The excess of the aggregate purchase price over the fair value of the identifiable net assets acquired of approximately \$57.6 million was recognized as goodwill. Approximately \$3.8 million of goodwill existed on the joint

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ventures' balance sheets prior to the separation and termination but was not shown separately in accordance with the equity method of accounting. Therefore, the total increase to goodwill related to the HNC Separation and Termination Agreement was \$61.6 million.

The purchase price allocation has been prepared on a preliminary basis, and reasonable changes are expected as additional information, such as final valuation reports and any purchase price adjustments, becomes available. The following is a summary of the estimated fair values as November 30, 2005, for the assets acquired and liabilities assumed as of the date of the acquisition (in millions):

Cash, net of debt paid	\$	36.6
Property, plant and equipment		26.1
Inventory		35.4
Other assets		30.8
Identified intangible assets		3.0
Liabilities		(24.4)
Goodwill		57.6
Total purchase price	\$	165.1

GreenLeaf Acquisition

On September 30, 2005, the Company acquired GreenLeaf, five properties previously leased by GreenLeaf and certain GreenLeaf debt obligations. GreenLeaf is engaged in the business of auto dismantling and recycling and sells its products primarily to collision and mechanical repair shops. GreenLeaf currently operates in one wholesale sales office and 19 commercial locations throughout the United States. Total purchase price for the acquisition, including acquisition costs, was \$44.7 million, subject to post-closing adjustments.

The purchase price of the GreenLeaf acquisition was allocated to tangible and intangible identifiable assets acquired and liabilities assumed based on an estimate of fair value. The machinery and equipment is being valued by the Company's management. The excess of the aggregate purchase price over the estimated fair value of the identifiable net assets acquired of \$14.0 million was recognized as goodwill.

The purchase price allocation has been prepared on a preliminary basis, and reasonable changes are expected as additional information becomes available, such as final valuation reports and any post-closing adjustments. The following is a summary of the estimated fair values as of November 30, 2005, for the assets acquired and liabilities assumed on the date of the acquisition (in millions):

Property, plant and equipment	\$	14.6
Inventory		20.8
Other assets		18.8
Liabilities		(23.5)
Goodwill		14.0
Total purchase price	\$	44.7

Regional Recycling Acquisition

On October 31, 2005, the Company purchased substantially all of the assets of Regional for \$65.5 million in cash and the assumption of certain liabilities, a working capital adjustment of \$2.9 million and acquisition



costs of approximately \$0.5 million. Regional operates 10 metals recycling facilities located in the states of Georgia and Alabama which process ferrous and nonferrous scrap metals without the use of shredders.

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The purchase price of the Regional acquisition was allocated to tangible and intangible identifiable assets acquired and liabilities assumed based on an estimate of the respective fair values. Final valuation reports are pending from a third party. The excess of the aggregate purchase price over the estimated fair value of the identifiable net assets acquired of approximately \$39.9 million was recognized as goodwill.

The purchase price allocation has been prepared on a preliminary basis, and reasonable changes are expected as additional information becomes available, such as final valuation reports. The following is a summary of the estimated fair values as November 30, 2005, for the assets acquired and liabilities assumed as of the date of the acquisition (in millions):

Property, plant and equipment	\$	10.6
Accounts Receivable		27.7
Inventory		4.9
Other assets		1.1
Liabilities		(15.3)
Goodwill		39.9
Total purchase price	\$	68.9

The total aggregate goodwill recognized from the recent acquisitions amounted to \$115.5 million. In accordance with SFAS 142, goodwill is not amortized and will be tested for impairment at least annually. Goodwill recognized in connection with the HNC separation and termination and the Regional acquisition is deductible for tax, whereas that recognized in connection with GreenLeaf, an acquisition of equity interests, is not. Payment of the consideration for the recently acquired businesses was funded by the Company's existing cash balances and credit facility.

During the first quarter of fiscal 2006, the Company recorded a gain of \$54.6 million related to the disposition of assets pursuant to the HNC separation and termination. The transaction, which included selling certain assets previously owned through the joint venture, was recorded using the fair value of the assets with consideration of business valuations performed by a third party. The fair value of net assets received exceeded the carrying value of the assets sold, resulting in the gain recorded. Any change to the fair value in the final third party valuations would directly impact the gain recorded.

In connection with the HNC separation and termination, and the GreenLeaf and Regional acquisitions, the Company conducted environmental due diligence reviews of the acquired assets. Based upon the information obtained in the reviews in the first quarter of fiscal 2006, the Company accrued \$24.8 million in environmental liabilities for probable and reasonably estimable future remediation costs at the acquired facilities. No environmental proceedings are pending with respect to any of these facilities.

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The following table is prepared on a pro forma basis, for the three month period ended November 30, 2005 and 2004, respectively, as though all of the businesses acquired through the HNC separation and termination agreement and the GreenLeaf and Regional acquisitions had occurred as of the beginning of the periods presented (in thousands, except per share amounts).

	For the Three Months Ended November 30,	
	2005 (pro forma)	2004 (pro forma)
Gross revenues	\$ 388,673	\$ 440,861
Net Income	\$ 49,475	\$ 48,679
Net Income per share:		
Basic	\$ 1.62	\$ 1.60
Diluted	\$ 1.60	\$ 1.56

The pro forma results are not necessarily indicative of what would have occurred if the acquisitions had been in effect for the periods presented. In addition, the pro forma results are not intended to be a projection of future results and do not reflect any synergies that might be achieved from combining operations.

**Note 5 - Environmental Liabilities and Other Contingencies:**

The Company considers various factors when estimating its environmental liabilities. Adjustments to the liabilities are made when additional information becomes available that affects the estimated costs to study or remediate any environmental issues. The factors which the Company considers in its recognition and measurement of environmental liabilities include the following:

- Current regulations, both at the time the reserve is established and during the course of the remediation, which specify standards for acceptable remediation;
  - Information about the site that becomes available as the site is studied and remediated;
- The professional judgment of both senior-level internal staff and external consultants, who take into account similar, recent instances of environmental remediation issues, among other considerations;
  - Available technologies that can be used for remediation; and
- The number and financial condition of other potentially responsible parties and the extent of their responsibility for the remediation.

**Metals Recycling Business**

In connection with acquisitions in the Metals Recycling Business in 1995 and 1996, the Company carried over to its financial statements reserves for environmental liabilities previously recorded by the acquired companies. These reserves are evaluated quarterly according to Company policy. On November 30, 2005, environmental reserves for the Metals Recycling Business aggregated \$26.7 million.

***Hylebos Waterway Remediation.*** General Metals of Tacoma (GMT), a subsidiary of the Company, owns and operates a metals recycling facility located in the State of Washington on the Hylebos Waterway, a part of Commencement Bay, which is the subject of an ongoing remediation project by the United States Environmental Protection Agency (EPA) under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA). GMT and more than 60 other parties were named potentially responsible parties (PRPs) for the investigation and clean-up of contaminated sediment along the Hylebos Waterway. On

March 25, 2002, EPA issued Unilateral Administrative Orders (UAOs) to GMT and another party (Other Party) to proceed with Remedial Design and Remedial Action (RD/RA) for the head of the Hylebos and to two other parties to proceed with the RD/RA for the balance of the waterway. The UAO for the head of the Hylebos Waterway was converted to a

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voluntary consent decree in 2004, pursuant to which GMT and the Other Party agreed to remediate the head of the Hylebos Waterway.

There are two phases to the remediation of the head of the Hylebos Waterway. The first phase was the intertidal and bank remediation, which was conducted in 2003 and early 2004. The second phase is dredging in the head of the Hylebos Waterway, which began on July 15, 2004. During fiscal 2005, the Company paid remediation costs of \$15.9 million related to Hylebos dredging which resulted in a reduction of the recorded environmental liability. The Company's cost estimates were based on the assumption that dredge removal of contaminated sediments would be accomplished within one dredge season during July 2004 - February 2005. However, due to a variety of factors, including dredge contractor operational issues and other dredge related delays, the dredging was not completed during the first dredge season. As a result, the Company recorded environmental charges of \$13.5 million in fiscal 2005 primarily to account for additional estimated costs to complete this work during a second dredging season, and the total reserve for this site was \$10.6 million at August 31, 2005. In the first quarter of fiscal 2006, the Company incurred remediation costs of \$3.9 million which were charged to the environmental reserves, and on November 30, 2005, environmental reserves for the Hylebos Waterway aggregated \$6.7 million. The Company and the Other Party have filed a complaint in the United States District Court for the Western District of Washington against the dredge contractor to recover damages and a significant portion of the increased costs incurred in the second dredging season to complete the project.

GMT and the Other Party are pursuing settlement negotiations and legal actions against other non-settling, non-performing PRPs to recover additional amounts that may be applied against the head of the Hylebos remediation costs. During fiscal 2005, the Company recovered \$0.7 million from four non-performing PRPs. This amount had previously been taken into account as a reduction in the Company's reserve for environmental liabilities. Uncertainties continue to exist regarding the total cost to remediate this site as well as the Company's share of those costs; nevertheless, the Company's estimate of its liabilities related to this site is based on information currently available.

The Natural Resource Damage Trustees (Trustees) for Commencement Bay have asserted claims against GMT and other PRPs within the Hylebos Waterway area for alleged damage to natural resources. In March 2002, the Trustees delivered a draft settlement proposal to GMT and others in which the Trustees suggested a methodology for resolving the dispute, but did not indicate any proposed damages or cost amounts. In June 2002, GMT responded to the Trustees' draft settlement proposal with various corrections and other comments, as did twenty other participants. In February 2004, GMT submitted a settlement proposal to the Trustees for a complete settlement of Natural Resource Damage liability for the GMT site. The proposal included three primary components: (1) an offer to perform a habitat restoration project; (2) reimbursement of Trustee past assessment costs; and (3) payment of Trustee oversight costs. The agreement would also address liability sub-allocation to other parties historically associated with the facility. In December 2005 the Trustees responded to the GMT proposal. There remain significant differences between the parties and negotiations are continuing. It is unknown at this time whether, or to what extent, GMT will be liable for natural resource damages. The Company's previously recorded environmental liabilities include an estimate of the Company's potential liability for these claims.

**Portland Harbor.** In December 2000, the United States Environmental Protection Agency (EPA) named the Portland Harbor, a 5.5 mile stretch of the Willamette River in Portland, Oregon, as a Superfund site. The Company's metals recycling and deep water terminal facility in Portland, Oregon is located adjacent to the Portland Harbor. Crawford Street Corporation (CSC), a Company subsidiary, also owns property adjacent to

the Portland Harbor. The EPA has identified 69 PRPs, including the Company and CSC, which own or operate sites adjacent to the Portland Harbor Superfund site. The precise nature and extent of any clean-up of the Portland Harbor, the parties to be involved, the process to be followed for such a clean-up, and the allocation of

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any costs for the clean-up among responsible parties have not yet been determined. It is unclear whether or to what extent the Company or CSC will be liable for environmental costs or damages associated with the Superfund site. It is also unclear whether or to what extent natural resource damage claims or third party contribution or damages claims will be asserted against the Company. While the Company and CSC participated in certain preliminary Portland Harbor study efforts, they are not parties to the consent order entered into by the EPA with other PRPs (Lower Willamette Group) for a Remedial Investigation/Feasibility Study (RI/FS); however, the Company and CSC could become liable for a share of the costs of this study at a later stage of the proceedings.

Separately, the Oregon Department of Environmental Quality (DEQ) has requested operating history and other information from numerous persons and entities which own or conduct operations on properties adjacent to or upland from the Portland Harbor, including the Company and CSC. The DEQ investigations at the Company and CSC sites are focused on controlling any current releases of contaminants into the Willamette River. The Company has agreed to a voluntary Remedial Investigation/Source Control effort with the DEQ regarding its Portland, Oregon deep water terminal facility and the site owned by CSC. DEQ identified these sites as potential sources of contaminants that could be released into the Willamette River. The Company believes that improvements in the operations at these sites, often referred to as Best Management Practices (BMPs), will provide effective source control and avoid the release of contaminants from these sites and has proposed to DEQ the implementation of BMPs as the resolution of this investigation.

The cost of the investigations associated with these properties and the cost of employment of source control BMPs are not expected to be material. No estimate is currently possible, and none has been made, as to the cost of remediation for the Portland Harbor or the Company's or CSC's adjacent properties.

***Other Metals Recycling Business Sites.*** For a number of years prior to the Company's 1996 acquisition of Proler International Corp. (Proler), Proler operated an industrial waste landfill in Texas, which Proler utilized to dispose of auto shredder residue (ASR) from one of its operations. In August 2002, Proler entered the Texas Commission on Environmental Quality (TCEQ) Voluntary Cleanup Program (VCP) toward the pursuit of a VCP Certificate of Completion for the former landfill site. In fiscal 2005, TCEQ issued a Conditional Certificate of Completion, requiring the Company to perform on-going groundwater monitoring and annual inspections, maintenance and reporting. As a result of the resolution of this issue, the Company reduced its reserve related to this site by \$1.6 million in fiscal 2005.

During the second quarter of fiscal 2005, in connection with the negotiation of the separation and termination agreement relating to the Company's metals recycling joint ventures with HNC (see Note 4), the Company conducted an environmental due diligence investigation of certain joint venture businesses it proposed to acquire. As a result of this investigation, the Company identified certain environmental risks and accrued \$2.6 million for its share of the estimated costs to remediate these risks upon completion of the separation. During the first quarter of fiscal 2006, an additional \$12.8 million was recorded representing the remaining portion of the environmental liabilities associated with the separation and termination agreement as well as the Regional acquisition of which \$0.3 million was expended in remediation efforts. No environmental proceedings are pending with respect to any of these sites.

The Washington State Department of Ecology named GMT, along with a number of other parties, as Potentially Liable Parties (PLPs) for a site referred to as Tacoma Metals. GMT operated on this site under a lease prior to 1982. The property owner and current operator have taken the lead role in performing a

Remedial Investigation and Feasibility Study (RI/FS) for the site. The Company's previously recorded environmental liabilities include an estimate of the Company's potential liability at this site.



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A Company subsidiary is also a named PRP at another third-party site at which it allegedly disposed of automobile shredder residue. The site has not yet been subject to significant remedial investigation. In addition to the matters discussed above, the Company's environmental reserve includes amounts for potential future cleanup of other sites at which the Company or its acquired subsidiaries have conducted business or allegedly disposed of other materials.

**Auto Parts Business**

From fiscal 2003 through the first quarter of fiscal 2006, the Company completed four acquisitions of businesses in the Auto Parts Business segment. At the time of each acquisition, the Company conducted an environmental due diligence investigation related to locations involved in the acquisition. As a result of the environmental due diligence investigations, the Company recorded a reserve for the estimated cost to address certain environmental matters. The reserve is evaluated quarterly according to the Company policy. On November 30, 2005, environmental reserves for the Auto Parts Business aggregated \$18.7 million, which includes an environmental reserve for the GreenLeaf acquisition. No environmental proceedings are pending with respect to any of these sites.

**Other Contingencies**

The Company had a past practice of making improper payments to the purchasing managers of customers in Asia in connection with export sales of recycled ferrous metals. The Company stopped this practice after it was advised in 2004 that it raised questions of possible violations of U.S. and foreign laws. Thereafter, the Audit Committee was advised and conducted a preliminary compliance review. On November 18, 2004, on the recommendation of the Audit Committee, the Board of Directors authorized the Audit Committee to engage independent counsel and conduct a thorough, independent investigation. The Board of Directors also authorized and directed that the existence and the results of the investigation be voluntarily reported to the U.S. Department of Justice (DOJ) and the SEC, and that the Company cooperate fully with those agencies. The Audit Committee notified the DOJ and the SEC of the independent investigation, engaged outside counsel to assist in the independent investigation and instructed outside counsel to fully cooperate with the DOJ and the SEC and to provide those agencies with the information obtained as a result of the independent investigation. On August 23, 2005, the Company received from the SEC a formal order of investigation related to the independent investigation. The Audit Committee is continuing its independent investigation. The Company, including the Audit Committee, continues to cooperate fully with the DOJ and the SEC. The investigations of the Audit committee, the DOJ and the SEC are not expected to affect the Company's previously reported financial results. However, the Company expects to enter into agreements with the DOJ and the SEC to resolve the above-referenced matters and believes that it is probable that the DOJ and SEC will impose penalties on, and require disgorgement of certain profits by, the Company as a result of their investigations. The Company estimates that the total amount of these penalties and disgorgement will be within a range of \$11.0 million to \$15.0 million. In the first quarter of 2006, the Company established a reserve totaling \$11.0 million in connection with this estimate. The precise terms of any agreements to be entered into with the DOJ and the SEC, however, remain under discussion with these two agencies. The Company, therefore, cannot predict with certainty the results of the aforementioned investigations or whether the Company or any of its employees will be subject to any additional remedial actions following completion of these investigations.

**Note 6 - Long Term Debt**

On November 8, 2005, the Company entered into an amended and restated unsecured committed bank credit agreement with Bank of America, N.A., as administrative agent, and the other lenders party thereto. The

agreement provides for a five-year, \$400.0 million revolving credit facility loan maturing in November 2010. The agreement prior to restatement provided for a \$150.0 million revolving credit facility maturing in May 2006. Interest on outstanding indebtedness under the restated agreement is based, at the Company's option, on either LIBOR plus a spread of between 0.625% and 1.25%, with the amount of the spread based on a pricing grid tied to the Company's leverage ratio, or the greater of the prime rate or the federal funds rate plus 0.50%. In addition, annual commitment

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fees are payable on the unused portion of the credit facility at rates between 0.15% and 0.25% based on a pricing grid tied to the Company's leverage ratio. The restated agreement contains various representations and warranties, events of default and financial and other covenants, including covenants requiring maintenance of a minimum fixed charge coverage ratio and a maximum leverage ratio. The Company also has an additional unsecured credit line totaling \$10.0 million, which is uncommitted. This additional debt agreement also has certain restrictive covenants. The fair value of long-term debt is deemed to be the same as that reflected in the condensed consolidated balance sheets given the variable interest rates. As of November 30, 2005, the Company had aggregate borrowings outstanding under its credit facilities of \$86.0 million and was in compliance with the representations, warranties and covenants of its debt agreements.

**Note 7 - Related Party Transactions**

The Company leases its administrative offices under operating leases from Schnitzer Investment Corp. (SIC), a Schnitzer family controlled business engaged in real estate. The current leases expire in 2013, and annual rent was \$0.4 million in fiscal 2005. Lease amendments have been executed under which, upon completion of tenant improvements, one lease will be terminated; the premises leased under the other lease will be increased; annual rent will accordingly increase to \$0.5 million; and the lease term will be extended to 2015.

The Company and SIC are parties to a shared services agreement. Starting in fiscal 2005 and continuing into fiscal 2006, the Company has reduced or ceased the sharing of administrative services with SIC and other Schnitzer family companies in a number of areas as part of a process expected to eliminate substantially all the sharing of services between the Company and SIC in fiscal 2006. All transactions with the Schnitzer family (including Schnitzer family companies) require the approval of the Company's Audit Committee, and the Company is in compliance with this policy.

Thomas D. Klauer, Jr., President of the Company's Auto Parts Business, is the sole shareholder of a corporation that is the 25% minority partner in a partnership with the Company that operates four Pick-N-Pull stores in Northern California. Mr. Klauer's 25% share of the profits of this partnership totaled \$0.4 million in the first fiscal quarter of 2006 and \$1.6 million in fiscal 2005. Mr. Klauer also owns the property at one of these stores which is leased to the partnership under a lease providing for annual rent of \$0.2 million, subject to annual adjustments based on the Consumer Price Index, and a term expiring in December 2010. The partnership has the option to renew the lease, upon its expiration, for a five-year period.

**Note 8 - Stock Incentive Plan**

The Company has adopted the 1993 Stock Incentive Plan (Plan) for its employees, consultants, and directors. Pursuant to the provisions of the Plan, as amended, the Company is authorized to issue up to 7,200,000 shares of Class A Common Stock. Stock options are granted to employees at exercise prices equal to the fair market value of the Company's stock at the dates of grant. Generally, stock options granted to employees fully vest five years from the date of grant and have a contractual term of 10 years.

**Adoption of SFAS 123(R).** The Company adopted SFAS No. 123 (revised 2004), "Share-Based Payment," effective September 1, 2005. SFAS 123(R) requires the recognition of the fair value of stock-based compensation in net income. The Company recognizes stock-based compensation expense over the requisite

service period of the individual grants, which generally equals the vesting period.

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Prior to September 1, 2005, the Company accounted for the Plan under the intrinsic value method described in Accounting Principles Board (APB) Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. The Company, applying the intrinsic value method, did not record stock-based compensation cost in net income because the exercise price of its stock options equaled the market price of the underlying stock on the date of grant. The Company has elected to utilize the modified prospective transition method for adopting SFAS 123(R). Under this method, the provisions of SFAS 123(R) apply to all awards granted or modified after the date of adoption. In addition, the unrecognized expense of awards unvested at the date of adoption, determined under the original provisions of SFAS 123, will be recognized in net income in the periods after the date of adoption.

The Company recognized stock-based compensation costs in the amount of \$0.5 million for the three months ended November 30, 2005.

The fair value of each option grant under the Plan was estimated at the date of grant using the Black-Scholes Option Pricing Model, which utilizes assumptions related to volatility, the risk-free interest rate, the dividend yield, and employee exercise behavior. Expected volatilities utilized in the model are based primarily on the historical volatility of the Company's stock price and other factors. The risk-free interest rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The model incorporates exercise and post-vesting forfeiture assumptions based on an analysis of historical data. The expected lives of the grants are derived from historical data and other factors.

As of November 30, 2005, the total remaining unrecognized compensation cost related to non-vested stock options amounted to \$5.8 million. The weighted average remaining requisite service period of the non-vested stock options was 27 months.

In accordance with the applicable provisions of SFAS 123(R) and FASB Staff Position (FSP) FAS 123(R)-3 issued on November 10, 2005, the Company elected to use the short-form method to calculate the Windfall tax pool (Windfall) as of September 1, 2005, against which any future deficiency in actual tax benefits from exercises of stock options as compared to tax benefits recorded under SFAS 123(R), defined as "Shortfall," will be offset.

***Periods Prior to Adoption.*** SFAS 123(R) requires the Company to present pro forma information for periods prior to adoption as if the Company had accounted for all stock-based compensation under the fair value method of that statement. For purposes of pro forma disclosure, the estimated fair value of the options at the date of grant is amortized over the requisite service period, which generally equals the vesting period. The following table illustrates the effect on net income and earnings per share as if the Company had applied the fair value recognition provisions to its stock-based employee compensation:

SCHNITZER STEEL INDUSTRIES, INC.  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE THREE MONTHS ENDED NOVEMBER 30, 2005 AND 2004

		For the Three Months Ended November 30, 2004
Reported net income	\$	42,936
Add: Stock based compensation costs included in reported net income, net of tax		225
Deduct: Total stock based employee compensation benefit (expense) under fair value based method for all awards, net of tax		(125)
Pro forma net income	\$	43,036
Reported basic income per share	\$	1.41
Pro forma basic income per share	\$	1.42
Reported diluted income per share	\$	1.38
Pro forma diluted income per share	\$	1.38

### Note 9 - Employee Benefits

The Company has a number of retirement benefit plans that cover both union and non-union employees. The Company makes contributions following the provisions in each plan.

Primary actuarial assumptions are determined as follows:

- The expected long-term rate of return on plan assets is based on the Company's estimate of long-term returns for equities and fixed income securities weighted by the allocation of assets in the plans. The rate is affected by changes in general market conditions, but because it represents a long-term rate, it is not significantly affected by short-term market swings. Changes in the allocation of plan assets would also impact this rate.
- The assumed discount rate is used to discount future benefit obligations back to current dollars. The U.S. discount rate is as of the measurement date of August 31, 2005. This rate is sensitive to changes in interest rates. A decrease in the discount rate would increase the Company's obligation and expense.
- The expected rate of compensation increase is used to develop benefit obligations using projected pay at retirement. This rate represents average long-term salary increases and is influenced by the Company's compensation policies. An increase in this rate would increase the Company's obligation and expense.

SCHNITZER STEEL INDUSTRIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2005 AND 2004

Defined Benefit Pension Plan

The Company maintains a defined benefit pension plan for certain nonunion employees. The components of net periodic pension benefit cost are (in thousands):

	For the Three Months Ended November 30,	
	2005	2004
Service cost	\$ 294	\$ 164
Interest cost	180	106
Expected return on plan assets	(220)	(121)
Amortization of past service cost	1	1
Recognized actuarial loss	51	30
Net periodic pension benefit cost	\$ 306	\$ 180

The Company expects to contribute \$1.2 million to its defined benefit pension plan for the year ending August 31, 2006. During the quarter ended November 30, 2005, the Company made no contributions to the defined benefit pension plan. The Company typically makes annual contributions to the plan after it receives the annual actuarial valuation report. These payments are typically made in the Company's third and fourth fiscal quarters.

Defined Contribution Plans

The Company has several defined contribution plans covering nonunion employees. Company contributions to the defined contribution plans were as follows (in thousands):

	For the Three Months Ended November 30,	
	2005	2004
Plan costs	\$ 521	\$ 346

Multiemployer Pension Plans

In accordance with collective bargaining agreements, the Company contributes to multiemployer pension plans. Company contributions were as follows (in thousands):

	For the Three Months Ended November 30,	
	2005	2004
Plan contributions	\$ 870	\$ 738

The Company is not the sponsor or administrator of these multiemployer plans. Contributions were determined in accordance with provisions of negotiated labor contracts. The Company is unable to determine its relative portion of or estimate its future liability under the plans.

The Company learned during fiscal 2004 that one of the multiemployer plans for the Steel Manufacturing Business would not meet Employee Retirement Income Security Act of 1974 minimum funding standards for the plan year ended September 30, 2004. The trustees of that plan have applied to the Internal Revenue Service (IRS) for certain relief from this minimum funding standard. The IRS has tentatively responded, indicating a willingness to consider granting the relief provided the plan's contributing employers, including

the Company, agree to increased contributions. The increased contributions are estimated to average 6% per year, compounded annually, until the plan reaches the funding status required by the IRS. These increases would be based on the Company's current contribution level to the plan of approximately \$1.7 million per year. Based on commitments from the majority of employers participating in the plan to make the increased contributions, the plan trustees have proceeded with the relief request and are awaiting formal approval from the IRS.



SCHNITZER STEEL INDUSTRIES, INC.  
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 FOR THE THREE MONTHS ENDED NOVEMBER 30, 2005 AND 2004

Absent relief by the IRS, the plan's contributing employers will be required to make additional contributions or pay an excise tax that may equal or exceed the full amount of the funding deficiency. The Company estimated its share of the required additional contribution for the 2004 plan year to be approximately \$1.1 million and accrued for such amount in fiscal 2004. The Company did not accrue additional amounts for fiscal 2005 or the first quarter of fiscal 2006, based on the Company's belief that it is probable the IRS will grant relief.

**Note 10 - Segment Information**

The Company operates in three industry segments: metal processing and recycling (Metals Recycling Business), self-service and full-service used auto parts sales (Auto Parts Business) and mini-mill steel manufacturing (Steel Manufacturing Business). Additionally, the Company is a non-controlling partner in joint ventures that are suppliers of unprocessed metals and, prior to October 1, 2005, other joint ventures in the metals recycling business. In prior fiscal years, the Company considered these joint ventures to be separate segments because they were managed separately. These joint ventures are accounted for using the equity method. As such, the operating information related to the joint ventures is shown separately from consolidated information, except for the Company's equity in the net income of, investments in and advances to the joint ventures. Additionally, assets and capital expenditures are not shown for the joint ventures, as management does not use that information to allocate resources or assess performance. The Company does not allocate corporate interest income and expense, income taxes or other income and expenses related to corporate activity to its operating segments.

Revenues from external customers and from intersegment transactions for the Company's consolidated operations are as follows (in thousands):

	For the Three Months Ended November 30,	
	2005	2004
	(as restated)	
Metals Recycling Business	\$ 241,430 <sup>(1)</sup>	\$ 144,532
Auto Parts Business	45,922	23,386
Steel Manufacturing Business	89,156	70,022
Intersegment revenues	(35,277)	(38,979)
Consolidated revenues	\$ 341,231	\$ 198,961

SCHNITZER STEEL INDUSTRIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2005 AND 2004

The Company's operating income is as follows (in thousands):

	For the Three Months Ended November 30,	
	2005	2004
	(as restated)	
Metals Recycling Business	\$ 12,002 <sup>(1)</sup>	\$ 33,788 <sup>(2)</sup>
Auto Parts Business	7,737	7,048
Steel Manufacturing Business	16,070	12,760
Joint Ventures <sup>(3)</sup>	1,732	20,464
Total segment operating income	37,541	74,060
Corporate expense	(19,479)	(3,591)
Intercompany profit eliminations	(529)	(3,163)
Total operating income	\$ 17,533	\$ 67,306

- (1) The Company elected to consolidate results of two of the businesses acquired through the HNC separation and termination agreement as though the transaction had occurred at the beginning of fiscal 2006, instead of the date of acquisition. The increase in revenues and operating income that resulted from the election is offset by pre-acquisition interests, net of tax. See Note 2 and Note 4 to the condensed consolidated financial statements.
- (2) Includes \$500 thousand of environmental expenses related to the Hylebos Waterway project.
- (3) As a result of the HNC joint venture separation and termination agreement, the Joint Venture segment was eliminated and the results for the businesses acquired in this transaction that the Company is now managing, along with other smaller joint ventures, have been consolidated into the Metals Recycling Business beginning in fiscal 2006. Included in the Joint Venture segment for fiscal 2005 is estimated operating income for these two businesses of \$9,465 for the three months ended November 30, 2005.

SCHNITZER STEEL INDUSTRIES, INC.

ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
2. AND RESULTS OF OPERATIONS

**Restatement**

The Company has restated its condensed consolidated statement of operations for the quarter ended November 30, 2005 and its condensed consolidated statements of cash flows for the quarter ended November 30, 2005 and 2004. See Note 1 to the condensed consolidated financial statements for additional details. All amounts in the following discussion have been restated where necessary for the effect of the restatement.

**General**

Schnitzer Steel Industries, Inc. (the Company) operates in three vertically integrated business segments that include metal processing and recycling (Metals Recycling Business), self-service and full-service used auto parts sales (Auto Parts Business) and mini-mill steel manufacturing (Steel Manufacturing Business). The Metals Recycling Business collects, processes and recycles metals by operating one of the largest metals recycling businesses in the United States. The Auto Parts Business operates as Pick-N-Pull, which the Company believes is one of the country's leading self-service used auto parts networks, and GreenLeaf, the acquisition of which positions the Company in the full-service market. Additionally, Pick-N-Pull is a supplier of auto bodies to the Metals Recycling Business, which processes the auto bodies into sellable recycled metal. The Steel Manufacturing Business purchases recycled metals from the Metals Recycling Business and other sources and uses its mini-mill to process the recycled metals into finished steel products. As a result of the vertical integration the Company is able to transform auto bodies and other unprocessed metals into finished steel products.

*Metals Recycling Business*

The Company operates one of the largest metal recycling businesses in the United States. The Company buys, processes and sells ferrous metals to foreign and domestic steel producers, including its Steel Manufacturing Business and nonferrous metals to both the domestic and export markets. In addition, the Metals Recycling Business including Schnitzer Global Exchange engage in the metals trading business by purchasing processed metal from other recycled metals processors for shipment to either the Steel Manufacturing Business or third party customers without further processing.

On September 30, 2005, the Company and Hugo Neu Corporation (HNC) closed a transaction to separate and terminate their metals recycling joint venture relationships as discussed below under "acquisitions and transactions". As a result of the completion of this transaction, in addition to its previous recycling operations in Northern California, Washington and Oregon, the Company now has significant recycling operations in New England and Hawaii and operates, through its wholly owned subsidiary Schnitzer Global Exchange Corp. (Schnitzer Global Exchange), a metals trading business which purchases metals in parts of Russia and the Baltic region. In addition, as discussed below under "Acquisitions and Transactions", on October 31, 2005, the Company purchased substantially all of the assets of Regional, which operates metals recycling facilities located in the southeastern United States and gives the Company a significant presence in this growing market. For a more detailed discussion of the HNC joint venture separation and termination and the Regional acquisition, see "Acquisitions and Transactions" and Note 4 to the condensed consolidated financial statements.

*Auto Parts Business*

The Auto Parts Business operates as Pick-N-Pull in the United States and Canada. The Company believes Pick-N-Pull is one of the country's leading self-service used auto parts networks. The Auto Parts Business purchases salvaged vehicles, sells used parts from those vehicles through its retail stores and wholesale operations, and sells the remaining portion of the vehicles to metal recyclers, including the Company's Metals Recycling Business. Until

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SCHNITZER STEEL INDUSTRIES, INC.

September 30, 2005, the Auto Parts Business consisted of a network of retail locations operating exclusively as self-service used auto parts stores. These stores are self-service in that customers themselves remove used auto parts from vehicles in inventory.

During the first quarter of fiscal 2006, the Company acquired GreenLeaf, which is engaged in the business of full-service auto dismantling and recycling and sells its products primarily to collision and mechanical repair shops. This acquisition significantly increased Auto Parts Business presence in the Southern, Eastern and Midwestern United States and represents the Company's initial venture into the substantial full-service segment of the recycled auto parts market that services commercial customers. In full-service stores, professional staff members dismantle, test and inventory individual parts, which are then delivered to business or wholesale customers. Full-service stores also generally maintain newer cars in inventory. The Company is in the process of integrating GreenLeaf's operations into Pick-N-Pull. Management has identified several GreenLeaf stores to convert to self-service locations; others will combine both full-service and self-service and some will remain exclusively full service. For a more detailed discussion of the Greenleaf acquisition, see "Acquisitions and Transactions" and Note 4 to the condensed consolidated financial statements.

*Steel Manufacturing Business*

The Steel Manufacturing Business purchases recycled metals from the Metals Recycling Business as well as from third parties and uses its mini-mill to process the recycled metals into finished steel products, including steel reinforcing bar (rebar), wire rod, merchant bar, coiled rebar and other specialty products.

**Acquisitions and Transactions**

***Metals Recycling Business.*** On September 30, 2005, the Company, HNC and certain of their subsidiaries closed a transaction to separate and terminate their metals recycling joint venture relationships. The Company received the following as a result of the HNC joint venture separation and termination:

- The assets and related liabilities of Hugo Neu Schnitzer Global Trade related to a trading business in parts of Russia and the Baltic region, including Poland, Denmark, Finland, Norway and Sweden, and a non-compete agreement from HNC that bars it from buying scrap metal in certain areas in Russia and the Baltic region for a five-year period ending on June 8, 2010.
- The joint ventures' various interests in the New England operations that primarily operate in Massachusetts, New Hampshire, Rhode Island and Maine.
  - Full ownership in the Hawaii metals recycling business that was previously owned 100% by HNC.
  - A payment of \$36.6 million in cash, net of debt paid, subject to post-closing adjustments.

HNC received the following as result of the HNC joint venture separation and termination:

- The joint venture operations in New York, New Jersey and California, including the scrap processing facilities, marine terminals and related ancillary satellite sites, the interim New York City recycling contract, and other miscellaneous assets.
- The assets and related liabilities of Hugo Neu Schnitzer Global Trade that are not related to the Russian and Baltic region trading business.

As described above, the separation resulted in the exchange of the joint venture interests, as well as cash and other assets, to provide for an equitable division. The agreement provides for potential purchase price adjustments based on the closing date working capital of the acquired Hawaii business as well as the joint ventures' ending balances. The Company has not determined whether any purchase price adjustment will be necessary.



SCHNITZER STEEL INDUSTRIES, INC.

On October 31, 2005, the Company purchased substantially all of the assets of Regional for \$65.5 million in cash and the assumption of certain liabilities. Regional operates 10 metals recycling facilities located in the states of Georgia and Alabama which process ferrous and nonferrous scrap metals without the use of shredders.

***Auto Parts Business.*** On September 30, 2005, the Company acquired GreenLeaf, five properties previously leased by GreenLeaf and certain GreenLeaf debt obligations. GreenLeaf currently operates its full-service auto dismantling business in one wholesale sales office and 19 commercial locations throughout the United States. Total purchase price for the acquisition was \$44.7 million, subject to post-closing adjustments. This acquisition may have a modestly dilutive to neutral effect on earnings in fiscal 2006 as the conversion process is executed, but is expected to provide earnings growth in future years.

Management believes that the HNC joint venture separation and termination and the Regional and GreenLeaf acquisitions position the Company well as it continues to execute its growth strategy. Consideration for these recently acquired businesses was funded by the Company's cash balances on hand and borrowings under its bank credit facility. The Company has recorded estimated environmental liabilities as a result of due diligence performed in connection with these acquisitions. See Note 5 to the condensed consolidated financial statements for further information regarding contingencies.

## SCHNITZER STEEL INDUSTRIES, INC.

**Results of Operations**

The Company's revenues and operating results by business segment are summarized below (in thousands):

	For the Three Months Ended November 30,	
	2005 (as restated)	2004
<b>REVENUES:</b>		
<b>Metals Recycling Business:</b>		
Ferrous	\$ 208,227	\$ 126,832
Nonferrous	31,526	15,654
Other	1,677	2,046
Total Metals Recycling Business	241,430 <sup>(1)</sup>	144,532
Auto Parts Business	45,922	23,386
Steel Manufacturing Business	89,156	70,022
Intercompany revenue eliminations	(35,277)	(38,979)
Total revenues	\$ 341,231	\$ 198,961

	For the Three Months Ended November 30,	
	2005 (as restated)	2004
<b>OPERATING INCOME:</b>		
Metals Recycling Business	\$ 12,002 <sup>(1)</sup>	\$ 33,788 <sup>(2)</sup>
Auto Parts Business	7,737	7,048
Steel Manufacturing Business	16,070	12,760
Joint Ventures	1,732	20,464
Total segment operating income	37,541	74,060
Corporate expense	(19,479)	(3,591)
Intercompany profit eliminations	(529)	(3,163)
Total operating income	\$ 17,533	\$ 67,306
<b>NET INCOME</b>	\$ 41,530	\$ 42,936

<sup>(1)</sup> The Company elected to consolidate results of two of the businesses acquired through the HNC separation and termination agreement as though the transaction had occurred at the beginning of fiscal 2006. The increased revenues and operating income that resulted from the election was offset by pre-acquisition interests, net of tax. See Note 4 to the condensed consolidated financial statements.

<sup>(2)</sup> Includes \$500 thousand of environmental expenses related to the Hylebos Waterway project.



## SCHNITZER STEEL INDUSTRIES, INC.

The following table summarizes certain selected operating data for the Company:

	For the Three Months Ended November 30,	
	2005 (as restated)	2004
<b>METALS RECYCLING BUSINESS:</b>		
Average Ferrous Recycled Metal Sales Prices (\$/LT) <sup>(1)</sup>		
Domestic	\$ 207	\$ 221
Export	\$ 204	\$ 245
Total Processing	\$ 205	\$ 236
Trading	\$ 216	\$ —
Ferrous Domestic Sales Volume (LT, in thousands) <sup>(2)(3)</sup>		
Processed	181	134
Brokered	31	42
Total	212	176
Ferrous International Sales Volume (LT, in thousands) <sup>(3)</sup>		
Processed	337	295
Trading	307	—
Total	644	295
Total Ferrous Sales Volume (LT, in thousands) <sup>(2)(3)</sup>	856	471
Ferrous Volumes Sold to Steel Manufacturing Business (LT, in thousands)		
	154	159
Nonferrous Sales Volumes (pounds, in thousands) <sup>(3)</sup>	50,000	29,400
<b>STEEL MANUFACTURING BUSINESS:</b>		
Average Sales Price (\$/ton) <sup>(1)</sup>	\$ 517	\$ 534
Finished Steel Products Sold (tons, in thousands)	166	126
<b>AUTO PARTS BUSINESS</b>		
Number of Self-Service Locations at End of Quarter	30	26
Number of Full-Service Locations at End of Quarter <sup>(4)</sup>	19	—

(1) Price information is shown after a reduction for the cost of freight incurred to deliver the product to the customer.

(2) Includes sales to the Steel Manufacturing Business.

(3) The Company elected to consolidate results of two of the businesses acquired through the HNC separation and termination agreement as though

the transaction had occurred at the beginning of fiscal 2006 instead of the date of acquisition. As a result, ferrous volume increased on a pro forma basis by 490,000 tons and nonferrous volume increased by 18,000 pounds. See Note 1 to the condensed consolidated financial statements.

<sup>(4)</sup> Reflects the addition of GreenLeaf to the Auto Parts Business in the first quarter of fiscal 2006.

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SCHNITZER STEEL INDUSTRIES, INC.

**First Quarter Fiscal 2006 Compared to First Quarter Fiscal 2005**

**General.** The first quarter of fiscal 2006 marked the beginning of the Company's transformation. The Company completed the separation and termination of its joint ventures with HNC and closed two acquisitions, and as a result revenues increased 72% compared to the first quarter of fiscal 2005. The Company began the process of integrating the newly acquired businesses into its existing operations during the first quarter of fiscal 2006. The Company also continued on a major capital spending program to upgrade and replace infrastructure and equipment. The recent acquisitions and capital improvements are expected to provide long-term benefits, although management expects they will result in some short-term disruption to operations.

It was another strong quarter for the Steel Manufacturing Business and the Auto Parts Business. Compared to last year's first quarter, operating results for the Steel Manufacturing Business improved due to higher sales volumes primarily on rebar products. The Metals Recycling Business was impacted by a number of short term factors that reduced sales volumes and margins, and as a result, earnings did not reflect what the Company considers a normalized state of operations. Operating income declined for the Metals Recycling Business as margins for ferrous metals were compressed by lower selling prices, higher purchase costs for unprocessed metal and lower export volumes at the Company's previously owned West Coast operations. The entities acquired as part of the HNC separation and termination, which were reported for the first time in the Metals and Recycling Business segment, were impacted by low beginning inventories and a planned production shutdown. Additionally, operating income from Joint Ventures decreased by over 91% due to the elimination of the HNC joint ventures results from this segment. As a result of the HNC joint venture separation and termination, the Joint Venture segment will be eliminated and the results for the businesses acquired in this transaction, and other smaller joint ventures will be consolidated into the Metals Recycling Business in future periods. Finally, average segment margins are expected to decrease due to the Company's new trading business, has different characteristics and produces lower margins than the processing business.

The Company's results of operations depend in large part on demand and prices for recycled metals in world markets and steel products in the Western United States. Beginning in fiscal 2004, and continuing into the first half of fiscal 2005, strong worldwide demand combined with a tight supply of recycled metals created significant price volatility and drove the Metals Recycling Business' average selling prices to unprecedented highs. Average selling prices for recycled ferrous metals declined in the second half of fiscal 2005 due to the unsettled Asian markets, and continued to modestly decline in the first fiscal quarter of 2006. In particular, the fluctuations of prices for recycled ferrous metals have a significant impact on the results of operations for the Metals Recycling Business and to a lesser extent on the Auto Parts Business.

The Auto Parts Business purchases used and salvaged vehicles, sells parts from those vehicles through its retail facilities and wholesale operations, and sells the crushed auto bodies to metal recyclers. On September 30, 2005, the Auto Parts Business acquired GreenLeaf, which is a full-service supplier of recycled auto parts primarily to commercial customers. This acquisition expanded the Auto Parts Business' national footprint, providing growth potential in both the self-service and full-service markets. The newly acquired locations are in Arizona, Florida, Georgia, Illinois, Massachusetts, Michigan, Nevada, North Carolina, Ohio, Virginia, and Texas. As the Company integrates these stores with its existing business, some of the sites will be converted to Pick-N-Pull's self-service model, while others will remain full-service or have combined operations. Two of the initial 22 acquired locations have been closed, and a third is a wholesale sales office. This acquisition is expected to have a modestly dilutive to neutral effect on earnings in fiscal 2006 as the conversion process is executed, but is anticipated to provide earnings growth in future years.



## SCHNITZER STEEL INDUSTRIES, INC.

Prior to the GreenLeaf acquisition, the Auto Parts Business had existing operations in nine states and two Canadian provinces that achieved an annual pace of more than four million paid customer admissions per year. As a result of the Greenleaf acquisition and the acquisition of four self-service auto parts stores in January 2005, the Auto Parts Business has increased revenue by 128% for the first fiscal quarter of 2006 as compared to the same period last year. For both the full-service and self-service business, revenues for the wholesale product lines are principally affected by commodity metal prices. The Auto Parts Business also benefited from improved pricing for crushed auto bodies as compared to the fourth quarter of last year, which was partially offset by higher purchase prices for those vehicles. The self-service retail operations are somewhat seasonal and affected by weather conditions and promotional events. Since the stores are open to the natural elements, during periods of prolonged wet, cold or extreme heat, the retail business tends to slow due to the difficult working conditions for customers. As a result, the Company's first and third fiscal quarters tend to generate the greatest retail sales and the second and fourth fiscal quarters are slower for these operations.

Average net selling prices for the finished steel products of the Steel Manufacturing Business declined 3% compared to the first quarter of fiscal of 2005. Customer demand for steel products on the West Coast is good, and average prices remain strong by historical standards, increasing 5% from the fourth quarter of fiscal 2005. However, there has been an increase in the amount of imported wire rod which has lower selling prices than the Company's comparable products being delivered on the West Coast.

**Revenues.** Consolidated revenues for the quarter ended November 30, 2005 increased \$142.3 million, or 72%, to \$341.2 million from \$199.0 million in the first quarter of fiscal 2005. Revenues in the first quarter of fiscal 2006 increased for all Company business segments. The Metals Recycling Business revenue increased primarily as a result of the businesses acquired in HNC separation and termination, and the acquisition of Regional. Although there continues to be a strong demand in the worldwide metals markets for scrap metals, the fourth fiscal quarter of 2005 was affected by the unsettled Asian market and this condition continued into the first fiscal quarter of 2006. The Auto Parts Business benefited from the acquisition of GreenLeaf in September 2005 and four newly acquired self-service stores in January 2005, increased prices for auto bodies and higher revenues from sales of cores. The Steel Manufacturing Business benefited from the strong West Coast demand, which led to higher selling prices for finished steel products and higher sales volumes.

The Metals Recycling Business generated revenues of \$241.4 million for the quarter ended November 30, 2005, before intercompany eliminations, an increase of \$96.9 million, or 67%, over the same period of the prior year. Ferrous revenues increased \$81.4 million, or 64%, to \$208.2 million. This increase was caused by higher sales volume provided by the newly acquired businesses, which added revenue of approximately \$136.1 million, and was partially offset by an approximately \$39.2 million decline in revenues from the Company's previously owned West Coast recycled metals facilities due to the timing of shipments and lower average net selling prices. Total ferrous sales volume increased 385,000 tons, or 82%, to 856,000 tons over the prior year first quarter, which was primarily due to the newly acquired businesses in the Southeast and Northeast as well as the addition of Schnitzer Global Exchange trading volume. This increase in volume was offset by a 13% decrease in the average processing net sales price to \$205 per ton. The freight that is included in revenue increased \$1.9 million compared with the prior year first quarter, primarily due to the increased volumes. The entities acquired as part of the HNC separation and termination, which were reported for the first time in the Metals and Recycling Business segment, were impacted by low beginning inventories and a planned production shutdown. Sales to the Steel Manufacturing Business decreased 5,400 tons, or 3%, to 154,000 tons, while other domestic sales increased from 17,000 tons in the first fiscal quarter of 2005 to 58,000 tons in the same quarter of this year as a result of the Regional acquisition. Regional is situated in a growing recycled metals market in the Southeastern United States, which is home to many automobile and auto parts manufacturers. Regional sells its ferrous metal to domestic steel mills in its area, of which there

are approximately 23.

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## SCHNITZER STEEL INDUSTRIES, INC.

Revenue from nonferrous metal sales increased \$15.9 million, or 101%, over the prior year first quarter, which was the result of a \$0.09, or 17%, increase in average net sales price to \$0.62 per pound and 20.7 million pounds, or 70%, increase in pounds shipped. Total nonferrous shipped for the first fiscal quarter of 2006 was 50.0 million pounds. The increase in sales price per pound was a result of the additional value of the nonferrous product mix as a result of the Regional acquisition and increased Asian demand for nonferrous metals. The increase in pounds shipped was primarily due to the acquired businesses, which accounted for an additional 18.3 million pounds sold in the first quarter of fiscal 2006. Certain nonferrous metals are a byproduct of the shredding process, and quantities available for shipment are affected by the volume of materials processed in the Company's shredders.

The Auto Parts Business generated revenues of \$45.9 million, before intercompany eliminations, for the quarter ended November 30, 2005, an increase of \$22.5 million, or 96%, over the same period of the prior year. This increase in revenues was primarily due to the acquisition of GreenLeaf in September 2005. Revenues also increased as a result of higher wholesale revenues driven by higher average sales prices for scrapped auto bodies and higher revenues from sales of cores.

The Steel Manufacturing Business generated revenues of \$89.2 million for the quarter ended November 30, 2005, an increase of \$19.1 million, or 27%, over the prior year quarter. Sales volumes in the first fiscal quarter of 2006 increased 31% to 166,000 tons over the same period last year, increasing revenues by \$21.4 million, partially due to strong demand for rebar products. Additionally, during the first quarter of fiscal 2005, customers reduced purchases of steel in an effort to reduce inventories on hand. By contrast, during the first quarter of fiscal 2006, customers were buying steel to replace inventories, and consumption of steel was strong. The average net selling price decreased \$17 per ton, or 3%, to \$517 per ton, which resulted in decreased revenue of \$2.8 million as compared to record high prices in the first fiscal quarter of 2005. However, average selling prices during the first quarter of fiscal 2006 were 5% higher than the fourth quarter of fiscal 2005, reflecting several price increases announced earlier in the quarter. The decrease in average net selling prices compared to the first quarter of the prior year was due to a stabilization of the market after a number of price increases caused by increased steel consumption.

**Cost of Goods Sold.** Consolidated cost of goods sold increased \$144.9 million, or 103%, for the quarter ended November 30, 2005, compared with the same period last year. Cost of goods sold increased as a percentage of revenues from 70% to 84%.

Cost of goods sold for the Metals Recycling Business increased \$112.5 million, or 106%, to \$219.0 million compared to the first fiscal quarter of 2005. As a percentage of revenues, cost of goods sold increased compared with the prior year quarter from 74% to 91%. The increase in cost of goods sold was primarily attributable to the recent HNC separation and termination and the Regional acquisition, as these businesses operate in different markets and are currently experiencing narrower margins than the Company's historical West Coast business. The margin variations for these businesses are due, in part, to differing markets for materials in the regions in which they operate, higher operating expenses due to the costs of integration and restructuring, higher freight costs to access certain foreign markets and the lower margins generally inherent in the Global Exchange trading business. Additionally, in the first quarter of fiscal 2006, strong domestic demand for unprocessed metals caused purchase prices to rise at a time of declining export sales prices, resulting in narrowing margins. While Schnitzer Global Exchange, the Company's new trading business, provides increased revenues, the associated trading margins are lower than the historical Metals Recycling Business. Although the Company attempts to maintain and grow margins by responding to changing recycled metals selling prices through adjustments to its metals purchase prices, the Company's ability to do so in the trading business is particularly limited by competitive and other market factors. In addition, East Coast processing volumes were negatively impacted by a two-month shutdown of the Rhode Island shredder

to install a new, more efficient, and environmentally friendly shredder motor as well as low beginning inventories at all the New England yards. The lower processing volumes contributed to higher processing costs, which caused the East Coast operations to record a small loss for the quarter.

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## SCHNITZER STEEL INDUSTRIES, INC.

Cost of goods sold for the Auto Parts Business increased \$15.4 million, or 115%, compared to the fiscal 2005 first quarter. As a percentage of revenues, cost of goods sold increased compared with the prior year quarter from 57% to 63%. The higher cost of goods sold was primarily due to the acquisition of GreenLeaf in September 2005 and four self-service stores in January 2005, but also due to higher car purchase costs that resulted from higher unprocessed metal prices, as GreenLeaf typically purchases newer vehicles resulting in a higher purchase price and lower margins as compared to the older model vehicles that Pick-N-Pull purchases. During the quarter, the operations acquired in the GreenLeaf transaction recorded a slight loss as the Company began the process of integrating GreenLeaf's operations into the Auto Parts Business' operations.

Cost of goods sold for the Steel Manufacturing Business increased \$15.9 million, or 28%, as compared to the fiscal 2005 first quarter. As a percentage of revenues, cost of goods sold increased slightly compared with the prior year quarter from 80% to 81%. Average cost of goods sold per ton decreased \$10 per ton, or 2%, compared to the prior year quarter, which was primarily caused by lower raw material costs for recycled metal and alloys and improved productivity, which were offset by higher energy costs. The overall increase in cost of goods sold was primarily caused by a 31% increase in sales volume. The Steel Manufacturing Business continues to see the benefits from the new furnace installed at its mini-mill last year, production incentives recently negotiated with the steelworkers union and other improvements in business practices. As a result, the increased production volumes and lower cost per ton of producing steel more than offset a \$17 per ton decrease in average selling prices.

***Selling, General and Administrative Expense.*** Compared with the first quarter of fiscal 2005 selling, general and administrative expense for the same quarter this fiscal year increased \$28.5 million, or 240%, to \$40.3 million. As a percentage of revenues, selling, general and administrative expense increased by 6% percentage points, from 6% to 12%. A significant portion of the increase, \$11.0 million, was attributed to the acquisitions that took place in the first quarter of fiscal 2006 that nearly doubled the Company's revenue. The increase in selling, general and administrative expense was also due, in part, to the charge associated with the reserve of \$11.0 million related to the penalties that the Company estimates will be imposed by the DOJ and the SEC in connection with the past payment practices in Asia discussed in Note 5 to the condensed consolidated financial statements. Other significant increases included higher legal, accounting and professional fees of \$2.2 million, which includes \$1.5 million related to the Audit Committee's investigation of past payment practices in the Asia as discussed in Note 5 to the condensed consolidated financial statements, and the adoption of FAS 123(R) in fiscal 2006, which resulted in stock based compensation expense of \$0.5 million.

***Other Income (Expense).*** The Company recorded a gain of \$54.6 million which arose from the HNC separation and termination. Based on the values determined by the valuations of the assets and liabilities acquired and assumed, the Company recorded a gain for the difference between the excess values of businesses acquired over the carrying value of the businesses sold. For a more detailed discussion of the HNC joint venture separation and termination agreement, see Notes 1 and 4 to the condensed consolidated financial statements.

***Interest Expense.*** Interest expense for the first quarter of fiscal 2006 increased by \$0.2 million, or 53%, to \$0.4 million compared with the first quarter of fiscal 2005. The increase was a result of higher average debt balances and an increase in the loan rate during the fiscal 2006 first quarter compared with the fiscal 2005 first quarter. For more information, see Note 6 to the condensed consolidated financial statements.



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**Income Tax Provision.** The tax rate for the first quarter of fiscal 2006 was 42.9%, compared to a 34.8% rate for the same quarter last year. The rate was higher as a direct result of the \$11.0 million charge associated with the investigation reserve recorded as a result of the DOJ and SEC investigation. At the end of the investigation, the Company will be able to determine the extent of the tax deductible portion if any, of the reserve, which currently is anticipated to be nondeductible. During the first quarter of fiscal 2006, the Company recorded a gain of \$54.6 million which arose from the HNC separation and termination. Based on the values determined by the valuations of the assets and liabilities acquired and assumed, the Company recorded a gain for the difference between the excess values of businesses acquired over the carrying value of the businesses sold. The tax on the gain was recorded using a 38% effective tax rate.

**Liquidity and Capital Resources**

Certain items within the consolidated statements of cash flows have been restated. See Note 1 to the condensed consolidated financial statements for details of the restatements. Cash provided by operations for the three months ended November 30, 2005 was \$31.3 million, compared with \$38.2 million for the same period in the prior fiscal year. Cash provided by operating activities was primarily related to net income, accounts receivable, prepaid expenses and other current assets, accrued liabilities and the change in equity accounting for the joint ventures association with the HNC separation and termination agreement, which is offset by the gain on the disposition of the joint ventures, the change in deferred income taxes and increases in accounts payable.

Capital expenditures for the three months ended November 30, 2005 were \$15.8 million compared with \$7.5 million during the first three months of fiscal 2005. The increase was due to capital improvement projects at the Company's Portland, Oregon recycling facility related to dock repairs and preparation for the installation of a mega-shredder, as well as other operational improvements at the Oakland and Sacramento, California recycling facilities and a number of store remodels and equipment upgrades at the Auto Parts Business locations. The Company expects to spend approximately \$75.0 million on capital improvement projects during the remainder of fiscal 2006. Additionally, the Company continues to explore other capital projects that will provide productivity improvements and add shareholder value.

As a result of the Regional and GreenLeaf acquisitions the Company entered into during the first fiscal quarter of 2006, the Company had higher borrowings under the credit facility of \$78.2 million. In addition, these transactions resulted in investments in acquisitions, net of cash acquired of \$85.6 million.

Accrued environmental liabilities as of November 30, 2005 were \$45.4 million, which increased since August 31, 2005 by \$21.9 million due to the acquisitions discussed in Note 4 and were partially offset by spending charged against the environmental reserve. During the next 12 months, the Company expects to pay approximately \$6.9 million relating to previously accrued remediation projects, including the remediation on the Hylebos Waterway located in the State of Washington as discussed in Note 5 to the condensed consolidated financial statements. Additionally, the Company anticipates future cash outlays as it incurs the actual cost relating to the remediation of identified environmental liabilities. The future cash outlays are anticipated to be within the amounts established as environmental liabilities.

On November 8, 2005, the Company entered into an amended and restated unsecured committed bank credit agreement with Bank of America, N.A., as administrative agent, and the other lenders party thereto. The new agreement provides for a five-year, \$400.0 million revolving loan maturing in November 2010. The agreement prior to restatement provided for a \$150.0 million revolving loan maturing in May 2006. Interest on outstanding indebtedness under the restated agreement is based, at the Company's option, on either LIBOR plus a spread of between 0.625% and 1.25%, with the amount of the spread based on a pricing grid

ties to the Company's leverage ratio, or the greater of the prime rate or the federal funds rate plus 0.50%. In addition, annual commitment fees are payable on the unused portion of the credit facility at rates between 0.15% and 0.25% based on a pricing grid tied to the Company's leverage ratio. The restated agreement contains various representations and warranties, events of default and financial and other covenants, including covenants requiring maintenance of a minimum fixed charge

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coverage ratio and a maximum leverage ratio. The Company also has an additional unsecured credit line totaling \$10.0 million, which is uncommitted. This additional debt agreement also has certain restrictive covenants. As of November 30, 2005, the Company had aggregate borrowings outstanding under its credit facilities of \$86.0 million. As a result of the restatement, as discussed in Note 1 to the consolidated financial statements, the Company was not in compliance with their restrictive covenants. As such, a waiver was obtained from the lender, dated July 27, 2006, to waive any events of default provided the Company delivers its financial statements to the lender on or before September 8, 2006.

In July 2002, the Company's metals recycling joint ventures with HNC entered into a revolving credit facility (JV Credit Facility) with a group of banks for working capital and general corporate purposes. During February 2004, the facility was increased to \$110.0 million.

Upon the closing of the agreement for the separation and termination of the Company's joint ventures with HNC on September 30, 2005, as described in Note 4 of the condensed consolidated financial statements, HNC paid the Company \$52.3 million in cash. The Company also received approximately \$1.4 million for previously undistributed earnings of the joint ventures net of the Company's share of outstanding borrowings under the JV Credit Facility as of that date. Following such earnings distributions, the Company and HNC each were obligated to repay the portion of the JV Credit Facility borrowed on behalf of the joint venture businesses it acquired in the transaction. The outstanding balance was paid off and the JV Credit Facility was terminated and repaid upon closing of the separation and termination agreement on September 30, 2005.

On September 30, 2005, the Company acquired GreenLeaf, five store properties leased by GreenLeaf and certain GreenLeaf debt obligations. Total consideration for the acquisition was \$44.7 million, subject to post-closing adjustments.

On October 31, 2005, the Company acquired substantially all of the assets of Regional, a metal recycling business with ten facilities located in Georgia and Alabama. The purchase price was \$65.5 million in cash and the assumption of certain liabilities.

The increase in borrowings outstanding since August 31, 2005 was primarily the result of the acquisitions that occurred in the first quarter of fiscal 2006.

The Company makes contributions to a defined benefit pension plan, several defined contribution plans and several multiemployer pension plans. Contributions vary depending on the plan and are based upon plan provisions, actuarial valuations and negotiated labor agreements. The Company anticipates making contributions of approximately \$5.0 million to the various benefit plans in fiscal 2006.

Management evaluates long and short range forecasts as well as anticipated sources and uses of cash before determining the course of action that would best enhance shareholder value. During fiscal 2004 and 2005, the Company made significant investments in capital equipment and completed several acquisitions to both grow the business and enhance shareholder value. The Company is currently engaged in a growth strategy to enhance shareholder value. Pursuant to a stock repurchase program approved in 1996, the Company is authorized to repurchase up to 3.0 million shares of its stock when the market price of the Company's stock is not reflective of management's opinion of an appropriate valuation of the stock. During the first three months of fiscal 2006, the Company made no share repurchases. As of November 30, 2005, the Company had repurchased a total of 1.3 million shares under this program.

The Company believes its current cash resources, internally generated funds, existing credit facilities and access to the capital markets will provide adequate financing for capital expenditures, working capital, stock

repurchases, debt service requirements, post retirement obligations and future environmental obligations for the next twelve months. In the longer term, the Company may seek to finance business expansion with additional borrowing arrangements or additional equity financing.

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**Outlook**

The company said the factors that will affect its results in the second quarter of 2006 include:

*Metals Recycling Business*

**Pricing:** The uncertainty in the Asian export markets that was experienced beginning in the second half of last year and into the first quarter of 2006 is expected to continue through the second quarter. Domestic markets are expected to remain stronger than export markets. Sales orders completed in the early part of the second quarter would indicate an average price per ton of between \$185 and \$195.

The Company has seen recent evidence of declines in scrap acquisition costs which are greater than the declines in export sales prices, providing the potential for improved margins.

The Russian and Baltic region trading business generally purchases inventory in advance of making sales, has a lower overall margin on sales than the domestic metals processing business and thus can be impacted by small changes in price between the time of purchase and sale. During the second quarter, the trading business is expected to sell inventory that is valued higher than the current market price. As a result, margins related to these sales are expected to be negative, absent strengthening of the market.

**Sales volumes:** Ferrous scrap volumes in the domestic processing business are expected to rebound in the second quarter, primarily due to the timing of export orders. For the second quarter, volumes shipped from the Company's domestic yards should increase from approximately 660,000 tons in the first quarter to between 800,000 and 850,000 tons.

Sales volumes in the Russian and Baltic region trading business are expected to decline approximately 40% from the first quarter to 175,000 tons. In addition to the impact of normal seasonable winter shipping conditions, lower market prices for scrap metal has significantly reduced the availability of processed metal available for purchase from Russia and the Baltic region.

For the year, the Company expects sales volumes to be approximately 3.5 million tons in the domestic processing business and 1.0 million tons in the Russian and Baltic region trading business.

*Auto Parts Business*

Retail demand in the self-service Auto Parts Business is affected by seasonal changes, with inclement winter weather in the second quarter expected to depress customer traffic and result in lower revenues when compared with the first quarter. For the second quarter, margins are expected to be affected by lower selling prices for scrapped cars and a high cost basis of cars sold from existing inventory compared to the second quarter of 2005.

The integration of GreenLeaf's operations is expected to result in the conversion of one full-service location to a self-service store toward the end of the second quarter. The GreenLeaf operation is expected to post a modest loss during the quarter.

*Steel Manufacturing Business*

**Pricing:** West Coast consumption of finished steel long products continues to remain strong, and the Company is seeing good demand for rebar and merchant bar. Based on current market conditions, the

Company expects average prices for the second quarter to be slightly higher than both the first quarter of this year and the second quarter of last year. Higher prices on the West Coast relative to other markets could, however, result in an increase of foreign imports, putting downward pressure on pricing.

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**Volumes:** The Company typically sees a reduction in second quarter sales volumes due to the impact of winter weather on construction projects. However, this year customer inventories remain low and the Company expects demand to remain good through the quarter. As a result, second quarter sales volumes should be significantly higher than during the second quarter of 2005, but lower than the volumes in the first quarter of this year.

*Factors That Could Affect Future Results*

This Form 10-Q, including Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, and including, particularly, the “Outlook” section, contains forward-looking statements, within the meaning of Section 21E of the Securities Exchange Act of 1934, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements regarding the Company’s outlook for the business, and can be identified generally because they contain “expect,” “believe,” “anticipate,” “estimate” and other words that convey a similar meaning. One can also identify these statements as statements that do not relate strictly to historical or current facts. Examples of factors affecting the Company that could cause actual results to differ materially from current expectations are the following: volatile supply and demand conditions affecting prices and volumes in the markets for both the Company’s products and raw materials it purchases; world economic conditions; world political conditions; changes in federal and state income tax laws; impact of pending or new laws and regulations regarding imports and exports into the United States and other foreign countries; foreign currency fluctuations; competition; seasonality, including weather; energy supplies; freight rates; loss of key personnel; the inability to complete expected large scrap export shipments in the current quarter; consequences of the pending investigation by the Company’s audit committee into past payment practices in Asia; business integration issues relating to acquisitions of businesses and the separation of the joint venture business described above; and business disruptions resulting from installation or replacement of major capital assets, as discussed in more detail under the heading “Factors That Could Affect Future Results” in the Company’s most recent annual report on Form 10-K or quarterly report on Form 10-Q. One should understand that it is not possible to predict or identify all factors that could cause actual results to differ from the Company’s forward-looking statements. Consequently, the reader should not consider any such list to be a complete statement of all potential risks or uncertainties. The Company does not assume any obligation to update any forward-looking statement.

Examples of factors affecting the Company that could cause actual results to differ materially are the following:

***Cyclical and General Market Considerations:*** Purchase and selling prices for recycled metals are highly cyclical in nature and subject to worldwide economic conditions. In addition, the cost and availability of recycled metals are subject to global supply and demand conditions which are volatile and beyond the Company’s control, resulting in periodic fluctuations in recycled metals prices and working capital requirements. While the Company attempts to maintain and grow margins by responding to changing recycled metals selling prices through adjustments to its metals purchase prices, the Company’s ability to do so is limited by competitive and other market factors. Additionally, changing prices could potentially impact the volume of recycled metal available to the Company, the subsequent volume of processed metal sold by the Company, inventory levels and the timing of collections and levels relating to the Company’s accounts receivable balances. Moreover, increases in recycled metals selling prices can adversely affect the operating results of the Company’s Steel Manufacturing Business because increases in steel prices generally lag increases in ferrous recycled metals prices.

The steel industry is also highly cyclical in nature and sensitive to general economic conditions. Future economic downturns or a stagnant economy may adversely affect the performance of the Company.

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The Company expects to continue to experience seasonal fluctuations in its revenues and net income. Revenues can fluctuate significantly quarter to quarter due to factors such as the seasonal slowdown in the construction industry, which is an important buyer of the Company's finished steel products. Weather and economic conditions in the United States and abroad can also cause fluctuations in revenue and net income.

Another factor which may affect revenues relates to the seasonal reduction in demand from foreign customers who tend to reduce their finished steel production and corresponding scrap metal requirements, during the summer months to offset higher energy costs.

The Company makes a number of large ferrous recycled metals shipments to foreign steel producers each year. Customer requirements, shipping schedules and other factors limit the Company's control over the timing of these shipments. Variations in the number of foreign shipments from quarter to quarter will result in fluctuations in quarterly revenues and earnings. The Company's expectations regarding ferrous metal sales prices and volumes, as well as earnings, are based in part on a number of assumptions which are difficult to predict (for example, uncertainties relating to customer orders, metal availability, estimated freight rates, ship availability, cost and volume of unprocessed inventory and production output, etc.).

As a percentage of revenue, the Auto Parts Business' wholesale sales, including sales of auto bodies as well as cores, such as engines, transmissions, alternators and other nonferrous metals, have continued to grow in the past few years. Due to the nature of the wholesale business, which is more closely tied to the prices for recycled metals, the Auto Parts Business' results are increasingly subject to the volatility in the global recycled metals market more than they had been historically.

The Auto Parts Business experiences modest seasonal fluctuations in demand. The retail stores are open to the elements. During periods of extreme temperatures and precipitation, customers tend to delay their purchases and wait for milder conditions. As a result, retail sales are generally higher during the spring and fall of each calendar year and lower in the winter and summer months.

Additionally, the Auto Parts Business is subject to a number of other risks that could prevent it from maintaining or exceeding its current levels of profitability, such as volatile supply and demand conditions affecting prices and volumes in the markets for its products, services and raw materials; environmental issues; local and worldwide economic conditions; increasing competition; changes in automotive technology; the ultimate success of the Company's growth and acquisition plans; ability to build the infrastructure to support the Company's growth plans; and integration issues of the full-service business model.

**Backlog:** Historically, the Company has generally entered into export ferrous sales contract by selling forward 60 to 90 days. The backlog of sales contracts, coupled with knowledge of the price at which the processed material will be sold and the costs involved in processing the metals, allows the Company to take advantage of this differential in timing between purchases and sales and negotiate prices with suppliers that secure profitable sales transactions. As the difference in timing between the date the sales contracts are executed and the date of shipment grows shorter, it reduces the ability to manage the purchase price of raw material against the future sales price. The timing of forward contracts may impact the Company's revenue on a quarter-to-quarter basis as well as profitability on export shipments of ferrous metals.

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**Competition:** The recycled metals industry is highly competitive, with the volume of purchases and sales subject to a number of competitive factors, principally price. The Company competes with both large and numerous smaller companies in its markets for the purchase of recyclable metals. The Company also competes with a number of domestic and foreign recycled metals processors and brokers for processed and unprocessed metal as well as for sales to domestic and foreign customers. For example, in 2001 and 2002, lower cost ferrous recycled metals supplies from certain foreign countries adversely affected market selling prices for ferrous recycled metals. Since then, many of these countries have imposed export restrictions which have significantly reduced their export volumes and lowered the worldwide supply of ferrous recycled metals. These restrictions are believed to have had a positive effect on the Company's selling prices. Given the intricacies in which the global markets operate, the Company cannot predict when or if foreign countries will change their trading policies and what effect, if any, such changes might have on the Company's operating results.

From time to time, both the United States and foreign governments impose regulations and restrictions on trade in the markets in which the Company operates. In the second quarter of fiscal 2005, the Company received a certificate from China that allows the Company to continue shipping recycled metals into China. The certificate is part of a process designed to ensure safe industrial and agricultural production in China. Also, it is not unusual for various constituencies to petition government entities to impose new restrictions or change current laws. If imposed, these restrictions could affect the Company's margins as well as its ability to ship goods to foreign customers. Alternatively, restrictions could also affect the global availability of ferrous recycled metals, thereby affecting the Company's volumes and margins. As a result, it is difficult to predict what, if any, impact pending or future trade restrictions will have on the operations of the Company.

For the Metals Recycling Business, some of the more significant domestic competitors include regional steel mills and their brokers who compete for recycled metal for the purpose of providing the mills with feedstock to produce finished steel. During periods when market supplies of metal are in short supply, these buyers may, at times, react by raising buying prices to levels that are not reasonable in relation to more normal market conditions. As a result, the Company may have to raise its buying prices to maintain its production levels which may result in compressed margins.

The Auto Parts Business competes with both full-service and self-service auto dismantlers as well as larger well financed more traditional retail auto parts chains for retail customers. Periodically, the Auto Parts Business increases prices, which may affect customer flow and buying patterns. Additionally, in markets where the Company has one or only a few stores it does not have the same pricing power it experiences in markets where it has multiple locations. As this segment expands, the Company may experience new competition from others attempting to replicate the Company's business model. The ultimate impact of these dynamics cannot be predicted. Also, the business competes for its automobile inventory with other dismantlers, used car dealers, auto auctions and metal recyclers. Inventory costs can fluctuate significantly depending on market conditions and prices for recycled metal.

The domestic steel industry also is highly competitive. Steel prices can be highly volatile and price is a significant competitive factor. The Company competes domestically with several steel producers in the Western United States for sales of its products. In recent years, the Company has experienced significant foreign competition, which is sometimes subsidized by large government agencies. There can be no assurance that such competition will not increase in the future. In the spring of 2002, the U.S. Government imposed anti-dumping and countervailing duties against wire rod products from eight foreign countries. However, there are other countries that import wire rod products where the imports are not subject to duties. These duties have assisted the Company in increasing sales of wire rod products; any expiration or termination of the duties could have a corresponding adverse effect. The Company has experienced

increased competition for certain products by foreign importers during fiscal 2005 and 2006. The Company believes that the rise in import levels is attributable to the increase in selling prices in the West Coast market, which potentially allow the import sales to be more profitable to the foreign companies.

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The steel manufacturing industry has been consolidating over the last several years and as a result one West Coast manufacturing facility has been closed and remains idle. Any future start-up of operations of the currently idle facilities could negatively impact the Company's recycled metal and finished steel markets, prices, margins and potentially, cash flow.

In general, given the unprecedented profitability levels of the Company and other recycled metals and steel companies over the last two years, competitors may be attracted to the Company's markets, which may adversely affect the Company's ability to protect its profit margins.

**Geographical Concentration:** The Company competes in the scrap metal business through its Metals Recycling Business. Over the last few years, a significant portion of the revenues and operating profits earned by this business has been generated from sales to Asian countries, principally China and South Korea. In addition, the Company's sales in these countries are also concentrated with relatively few customers that vary depending on buying cycles and general market conditions. The Company's sales have expanded to a broader geographic area with recent business acquisitions. As always, a significant change in buying patterns, change in political events, change in regulatory requirements, tariffs and other export restrictions within the United States or these foreign countries, severe weather conditions or general changes in economic conditions could adversely affect the financial results of the Company.

**Pending Investigation:** As discussed in Part II, Item 1 "Legal Proceedings" and Note 5 to the consolidated financial statements, the Board of Directors authorized the Audit Committee to engage independent counsel and conduct a thorough, independent investigation of the Company's past practice of making improper payments to the purchasing managers of customers in Asia in connection with export sales of recycled ferrous metals. The Board of Directors also authorized and directed that the existence and the results of the investigation be voluntarily reported to the U.S. Department of Justice (DOJ) and the Securities and Exchange Commission (SEC), and that the Company cooperate fully with those agencies. The Audit Committee notified the DOJ and the SEC of the independent investigation, engaged outside counsel to assist in the independent investigation and instructed outside counsel to fully cooperate with the DOJ and the SEC and to provide those agencies with the information obtained as a result of the independent investigation. On August 23, 2005, the Company received from the SEC a formal order of investigation related to the independent investigation. The Audit Committee is continuing its independent investigation. The Company, including the Audit Committee, continues to cooperate fully with the DOJ and the SEC. The investigations of the Audit Committee, the DOJ and the SEC of the Company's past practice of making improper payments are not expected to affect the Company's previously reported financial results. However, the Company expects to enter into agreements with the DOJ and the SEC to resolve the above-referenced matters and believes that it is probable that DOJ and the SEC will impose penalties on, and require disgorgement of certain profits by, the Company as a result of their investigations. The Company estimates that the total amount of these penalties and disgorgement will be within a range of \$11.0 million to \$15.0 million. In the first fiscal quarter of 2006, the Company established a reserve totaling \$11.0 million in connection with this estimate. The precise terms of any agreements to be entered into with the DOJ and the SEC, however, remain under discussion with these two agencies. The Company, therefore, cannot predict with certainty the final outcome of the aforementioned investigations or whether the Company or any of its employees will be subject to any additional remedial actions following completion of these investigations. It is also possible that these investigations could lead to criminal charges, civil enforcement proceedings and civil lawsuits.

**Union Contracts:** The Company has a number of union contracts, several of which were recently re-negotiated, including the contract covering the Company's Steel Manufacturing Business. If the Company is unable to reach agreement on the terms of new contracts with any of its unions during future negotiations, the Company could be subject to work slowdowns or work stoppages.



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**Post Retirement Benefits:** The Company has a number of post retirement benefit plans that include defined benefit, Supplemental Executive Retirement Benefit Plan (SERBP) and multiemployer plans. The Company's contributions to the defined benefit and SERBP plans are determined by actuarial calculations which are based on a number of estimates including the expected long-term rate of return on plan assets, allocation of plan assets between equity or fixed income investments, expected rate of compensation increases as well as other factors. Changes in these actual rates from year to year cause increases or decreases in the Company's annual contributions into the defined benefit plans and changes to the expenses recognized in a current fiscal year. Management and the actuary evaluate these rates annually and adjust if necessary.

The Company's union employees participate in a number of multiemployer pension plans. The Company is not the sponsor or administrator of these multiemployer plans. Contributions are determined in accordance with provisions of the negotiated labor contracts.

The Company learned during fiscal 2004 that one of the multiemployer plans of the Steel Manufacturing Business would not meet Employee Retirement Income Security Act of 1974 minimum funding standards for the plan year ending September 30, 2004. The trustees of that plan have applied to the Internal Revenue Service (IRS) for certain relief from this minimum funding standard. The IRS has tentatively responded, indicating a willingness to consider granting the relief, provided the plan's contributing employers, including the Company, agree to increased contributions. The increased contributions are estimated to average 6% per year, compounded annually, until the plan reaches the funding status required by the IRS. These increases would be based on the Company's current contribution level to the plan of approximately \$1.7 million per year. Based on commitments from the majority of employers participating in the Plan to make the increased contributions, the Plan Trustees have proceeded with the relief request, and are awaiting formal approval from the IRS.

Absent relief by the IRS, the plan's contributing employers will be required to make additional contributions or pay excise tax that may equal or exceed the full amount of the funding deficiency. The Company estimated its share of the required additional contribution for the 2004 plan year to be approximately \$1.1 million and accrued for such amount in fiscal 2004. Future funding deficiency assessments against the Company are possible until the multiemployer plan obtains a waiver from the IRS or the plan reaches the minimum funded status level required by the IRS.

**Recently Acquired Businesses and Future Business Acquisitions:** As discussed in Note 4 - Business Combinations, the Company recently completed transactions to separate and terminate its metals recycling joint venture relationships with HNC and to purchase Regional and GreenLeaf. With the separation of the joint ventures, the Company acquired direct ownership of metals recycling businesses in New England and Hawaii and a metals trading business in parts Russia and the Baltic region. The day-to-day operations of these businesses were overseen by HNC prior to the separation. The Company will depend on key employees of those businesses, particularly those involved in the metals trading operations, providing for the continuity of those businesses. As well, the Company will be hiring additional key employees to help manage those businesses. Loss of or failure to hire key personnel or other transition issues could adversely affect the Company.

Additionally, given the significance of these recently acquired businesses relative to the size of the Company, integration of these businesses will be challenging. Any failure to adequately integrate these businesses may result in adverse impacts on the Company's profitability.

Throughout the Company's history, it has made a number of acquisitions as management attempts to improve the value of the Company for its shareholders. It is anticipated that the Company will continue to pursue



additional expansion of the Metals Recycling Business and Auto Parts Business. Each acquisition comes with its own inherent risks that make it difficult to predict the ultimate success of the transaction. An acquisition may have a negative and/or unexpected impact on the Company's cash flow, operating income, net income, earnings per share and financial position.

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**Trading Business Risks:** Schnitzer Global Exchange (SGE), the Company's trading entity acquired in September 2005, has various risks associated with its business operations. SGE operates in foreign countries with varying degrees of political risk. It advances and occasionally loans money to suppliers for the delivery of materials at a later date. Credit is also periodically extended to foreign steel mills. Due to the nature of the business, profit margins are thinner than for the Company's processing business; thus, unsold inventory may be more susceptible to losses. In addition, inventory is generally purchased in advance of sale, and the Company has a lesser ability to manage the risk against adverse movements than in its domestic processing business. Also, the trading business has lower barriers to entry, making the Company potentially more susceptible to competition than in its processing business.

**Replacement or Installation of Capital Equipment:** The Company installs new equipment and constructs facilities or overhauls existing equipment and facilities (including export terminals) from time to time. Some of these projects take several months to complete, require the use of outside contractors and experts, require special permits and easements and have high degrees of risk. Examples of such major capital projects include the installation of a mega-shredder at a metal recycling yard, the overhaul of an export loading facility or the furnace replacement at the steel mill. Many times in the process of preparing the site for installation, the Company is required to temporarily halt or limit production for a period of time. If problems are encountered during the installation and construction process, the Company may lose the ability to process materials which may impact the amount of revenue it is able to earn or may increase operating expenses. Additionally, it may also result in the building of inventory levels. If market conditions then occur which result in lower selling prices, the Company's profit margins may be adversely impacted. In either case, the Company's ability to reasonably predict financial results may be hampered.

**Reliance on Key Pieces of Equipment:** The Company relies on key pieces of equipment in the various manufacturing processes. Key items include the shredders and ship loading facilities at the metals recycling locations and the transformer, furnace, melt shop and rolling mills at the Company's steel manufacturing business, including the electrical power and natural gas supply into all of the Company's locations. If one of these key pieces of equipment were to have a mechanical failure and the Company were unable to correct the failure, revenues and operating income may be adversely impacted. Where practical, the Company has taken steps to reduce these risks such as maintaining a supply of spare parts, performing a regular preventative maintenance program and maintaining a well trained maintenance team that is capable of making most of the Company's repairs.

**Energy Supply:** The Company utilizes various energy sources to operate its facilities. In particular, electricity and natural gas currently represent approximately 9% of the cost of steel manufactured for the Company's Steel Manufacturing Business. The Steel Manufacturing Business purchases electric power under a long-term contract from McMinnville Water & Light (McMinnville) which in turn relies on the Bonneville Power Administration (BPA). Historically, these contracts have had favorable prices and are long-term in nature. The Company's electrical power contract expires in September 2011. On October 1, 2001, the BPA increased its electricity rates due to increased demand on the West Coast and lower supplies. This increase was in the form of a Cost Recovery Adjustment Clause (CRAC) added to BPA's contract with McMinnville. The CRAC is an additional monthly surcharge on selected power charges to recover costs associated with buying higher priced power during the West Coast power shortage. Because BPA can adjust the CRAC every six months, it is not possible to predict future rate changes.

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The Steel Manufacturing Business also has a contract for natural gas that expires on May 31, 2009 and obligates the business to purchase minimum amounts of gas at fixed rates, which adjust periodically. Effective November 1, 2005, the natural gas rate increased to \$6.90 per MMBTU. This is a take or pay contract with a minimum average usage of 3,575 MMBTU per day. Gas not used is sold on the open market and gains or losses are recorded in cost of goods sold.

If the Company is unable to negotiate favorable terms of electricity, natural gas and other energy sources, this could adversely affect the performance of the Company.

**Environmental Matters:** The Company records accruals for estimated environmental remediation claims. A loss contingency is accrued when the Company's assessment indicates that it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated. The Company's estimates are based upon currently available facts and presently enacted laws and regulations. These estimated liabilities are subject to revision in future periods based on actual costs, new information or changes in laws and regulations.

**Tax Laws:** The Company's tax rate the last three years has benefited from state income tax credits, from the federal Extraterritorial Income Exclusion (ETI) on export sales, and from the final releases of a valuation allowance previously offsetting the net operating losses and minimum tax credit carryforwards that had accompanied a 1996 business acquisition. The Company's future tax rates will benefit from the ETI, although the American Jobs Creation Act of 2004 (the Act) will gradually eliminate the ETI benefit. Compensating for the Company's loss of ETI benefit will be the new deduction under the Act for Qualified Production Activities Income, but the effect of this new deduction on the Company's effective tax rate will not be determinable until the newly issued final regulations explaining it are examined by the Company. The Company will also likely continue to benefit from trade tax credits.

**Currency Fluctuations:** Demand from the Company's foreign customers is partially driven by foreign currency fluctuations relative to the U.S. dollar. Strengthening of the U.S. dollar could adversely affect the competitiveness of the Company's products in the markets in which the Company competes. The Company has no control over such fluctuations and, as such, these dynamics could affect the Company's revenues and earnings. The Company conducts most transactions in U.S. dollars.

**Shipping and Handling:** Both the Metals Recycling Business and the Steel Manufacturing Business often rely on third parties to handle and transport their products to end users in a timely manner. The cost to transport the products can be affected by circumstances over which the Company has no control such as fuel prices, political events, governmental regulations on transportation and changes in market rates due to carrier availability. In estimating future operating results, the Company makes certain assumptions regarding shipping costs.

The Steel Manufacturing Business relies on the availability of rail cars to transport finished goods to customers and raw materials to the mill for use in the production process. Market demand for rail cars along the west coast has been very high which has reduced the number of rail cars available to the Steel Manufacturing Business to transport finished goods. In addition, the Steel Manufacturing Business utilizes rail cars to provide an inexpensive form of transportation for delivering scrap metal to the mill for production. Although the Company expects to be able to maintain an adequate supply of scrap metal, a larger portion of those materials are anticipated to be delivered using trucks. The Company anticipates this change in delivery may lead to increased raw material costs.

The Metals Recycling Business relies on the availability of cargo ships to transport their ferrous and non ferrous bulk exports to Asian and other overseas markets. Demand for ocean going vessels has been strong, which has reduced the number of ships available to the Metals Recycling Business to transport product to markets. Although the Company anticipates that it will continue to find available vessels in a timely manner, the tight supply of ships could cause delays in meeting delivery schedules if vessels are not available.

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The Company's Providence, Rhode Island facility, acquired in conjunction with the separation and termination of its metals recycling joint ventures with HNC, as discussed in Part I, Item II, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Acquisitions and Transactions" and Note 4 to the condensed consolidated financial statements, is leased from the Port of Providence. A long-term lease of this facility expired several years ago. The parties are finalizing the terms for a long-term lease of the facility. If the new lease is not finalized and the Company fails to secure another similar facility, the Company's ability to ship recycled metals cost-effectively from this region would be significantly impacted.

**Insurance:** The cost of the Company's insurance is affected not only by its own loss experience but also by cycles in the insurance market. The Company cannot predict future events and circumstances which could cause rates to materially change such as war, terrorist activities or natural disasters.

It is not possible to predict or identify all factors that could cause actual results to differ from the Company's forward-looking statements. Consequently, the reader should not consider any such list to be a complete statement of all potential risks or uncertainties. Further, the Company does not assume any obligation to update any forward-looking statement.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company periodically uses derivative financial instruments to limit exposure to changes in interest and foreign currency rates. Because such derivative instruments are used solely as hedges and not for speculative trading purposes, they do not represent incremental risk to the Company. For further discussion of derivative financial instruments, refer to "*Fair Value of Financial Instruments*" in the consolidated Financial Statements included in Item 8 of Form 10-K for the fiscal year ended August 31, 2005.

ITEM 4. CONTROLS AND PROCEDURES

**Disclosure Controls and Procedures**

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer, has completed an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act")). Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the fiscal period covered by the Original Form 10-Q, the Company's disclosure controls and procedures were not effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

In making this determination the Company's Chief Executive Officer and Chief Financial Officer considered, among other things, that:

The Company determined that it did not timely file with the SEC financial statements of the businesses it acquired through the termination and separation of its joint ventures with HNC on September 30,



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2005, as required under Rule 3-05 and Article 11 of Regulation S-X. The Company filed the required financial statements with the SEC on July 10, 2006.

Further, the Company determined that the following material weaknesses existed as of November 30, 2005. A material weakness is a control deficiency or combination of control deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

1. As of November 30, 2005, the Company did not maintain effective controls over the accurate preparation and review of our consolidated statements of cash flows. Specifically, the Company did not maintain effective controls to ensure that (i) certain cash flows received from joint ventures as returns on investment were accurately classified as net cash provided by operations and (ii) debt proceeds and repayments and changes in other assets and liabilities were accurately presented on a gross basis, as required by generally accepted accounting principles. This control deficiency resulted in the restatement of the Company's consolidated financial statements for the fiscal years ended August 31, 2005, 2004, and 2003, each of the quarters in fiscal 2005, the first two quarters of fiscal 2006 and adjustments to the third quarter of 2006. Additionally, this control deficiency could result in a misstatement of operating and investing cash flows in the consolidated statements of cash flows that would result in a material misstatement of the annual or interim consolidated financial statements that would not be prevented or detected. Accordingly, management has concluded that this control deficiency constitutes a material weakness.
2. As of November 30, 2005, the Company did not maintain effective controls over its application and review of the completeness and accuracy of purchase accounting. Specifically, the Company did not maintain effective controls to ensure that purchase business combinations were accurately recorded as of the acquisition date in accordance with generally accepted accounting principles. This control deficiency resulted in the restatement of revenue, cost of goods sold, selling, general and administrative expense, interest expense, other income, net, income tax provision, pre-acquisition interests, net of tax, and operating and investing cash flows in the condensed consolidated financial statements for the three months ended November 30, 2005 and the six months ended February 28, 2006. Additionally, this control deficiency could result in the misstatement of the aforementioned accounts and disclosures that would result in a material misstatement of the annual or interim consolidated financial statements that would not be prevented or detected. Accordingly, management has concluded that this control deficiency constitutes a material weakness.

*Remediation Plan*

As of the date of the filing of this amendment on Form 10-Q/A, the Company has taken or will take the following steps to remediate the material weaknesses:

- The Company has created new accounting and financing positions, hired additional accounting and finance personnel and replaced accounting and finance personnel hired earlier in fiscal year 2006.
- The Company has engaged outside consultants to review the Company's accounting position where the accounting treatment is considered by the Company to be particularly complex or, under certain circumstances, to involve subjective decision making.
- The Company reassembled its Technical Accounting Team, which includes the divisional CFO of the Auto Parts Business, the divisional Director of Finance of the Metals Recycling Business, the divisional Controllers of all the Company's business segments, the corporate Controller, the corporate Assistant Controller, the Finance Manager and the corporate Senior Accounting Manager. The Technical

Accounting Team holds bi-monthly meetings to address accounting issues relevant to the Company.

- The Company has taken a thorough review of the classification requirements of each component line item and the individual elements that comprise each line item of the Consolidated Statements of Cash Flows in accordance with FAS 95.



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- The SEC reporting manager will now utilize a detailed checklist to review appropriate classification of cash flows in accordance with FAS 95.
- The Company has contracted with a public accounting firm (other than its independent auditors) to perform a thorough review of the detailed checklist to ensure that the cash flows have been prepared in accordance with FAS 95.

**Changes in Internal Control Over Financial Reporting**

Other than the material weakness identified related to the application and review of the completeness and accuracy of purchase accounting discussed above, there were no changes in the Company's internal control over financial reporting during the fiscal quarter covered by this report that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

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PART II

ITEM 1.

LEGAL PROCEEDINGS

The Company had a past practice of making improper payments to the purchasing managers of customers in Asia in connection with export sales of recycled ferrous metals. The Company stopped this practice after it was advised in 2004 that it raised questions of possible violations of U.S. and foreign laws. Thereafter, the Audit Committee was advised and conducted a preliminary compliance review. On November 18, 2004, on the recommendation of the Audit Committee, the Board of Directors authorized the Audit Committee to engage independent counsel and conduct a thorough, independent investigation. The Board of Directors also authorized and directed that the existence and the results of the investigation be voluntarily reported to the U.S. Department of Justice (DOJ) and the Securities and Exchange Commission (SEC), and that the Company cooperate fully with those agencies. The Audit Committee notified the DOJ and the SEC of the independent investigation, engaged outside counsel to assist in the independent investigation and instructed outside counsel to fully cooperate with the DOJ and the SEC and to provide those agencies with the information obtained as a result of the independent investigation. On August 23, 2005, the Company received from the SEC a formal order of investigation related to the independent investigation. The Audit Committee is continuing its independent investigation. The Company, including the Audit Committee, continues to cooperate fully with the DOJ and the SEC. The investigations of the Audit Committee, the DOJ and the SEC are not expected to affect the Company's previously reported financial results. However, the Company expects to enter into agreements with the DOJ and the SEC to resolve the above-referenced matters and believes that it is probable that the SEC and DOJ will impose penalties on, and require disgorgement of certain profits by, the Company as a result of their investigations. The Company estimates that the total amount of these penalties and disgorgement will be within a range of \$11.0 million to \$15.0 million. In the first fiscal quarter of 2006, the Company established a reserve totaling \$11.0 million in connection with the penalties this estimate. The precise terms of any agreements to be entered into with the DOJ and the SEC, however, remain under discussion with these two agencies. The Company, therefore, cannot predict with certainty the final outcome of the aforementioned investigations or whether the Company or any of its employees will be subject to any additional remedial actions following completion of these investigations.

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ITEM 6.

EXHIBITS

- 3.1 1993 Restated Articles of Incorporation of the Registrant. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1. Registration No. 33.69352 (the Form S-1).
- 3.2 Restated Bylaws of the Registrant. (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form 10-Q for the quarter ended May 31, 2005).
  - 10.1 Amendment No. 1 to Lease, 3200 Yeon (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form 10-Q filed January 9, 2006).
  - 10.2 Amendment No. 2 to Yeon Business Center Lease Agreement, 3200 Yeon (incorporated by reference to Exhibit 10.0 to the Registrant's Registration Statement on Form 10-Q filed January 9, 2006).
  - 10.3 Amendment No. 1 to Lease, 3330 Yeon (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form 10-Q filed January 9, 2006).
  - 10.4 Amendment to Yeon Business Center Lease Agreement, 3330 Yeon (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form 10-Q filed January 9, 2006).
  - 10.5 Non-Employee Director Compensation Summary (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form 10-Q filed January 9, 2006).
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
  - 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
  - 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SCHNITZER STEEL INDUSTRIES, INC.  
(Registrant)

Date: August 30, 2006

By: /s/ John D. Carter

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John D. Carter  
Chief Executive Officer

Date: August 30, 2006

By: /s/ Gregory J. Witherspoon

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Gregory J. Witherspoon  
Chief Financial Officer