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STEEL PARTNERS II L P  
Form DEFC14A  
December 13, 2001

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant / /

Filed by a Party other than the Registrant /X/

Check the appropriate box:

/ / Preliminary Proxy Statement  
/ / Confidential, For Use of the Commission Only (as  
permitted by Rule 14a-6(e)(2))  
/X/ Definitive Proxy Statement  
/ / Definitive Additional Materials  
/ / Soliciting Material Under Rule 14a-12

SL INDUSTRIES, INC.

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(Name of Registrant as Specified In Its Charter)

THE RORID COMMITTEE  
STEEL PARTNERS II, L.P.  
WARREN G. LICHTENSTEIN  
NEWCASTLE PARTNERS, L.P.  
MARK E. SCHWARZ  
GLEN KASSAN  
JAMES R. HENDERSON  
STEVEN WOLOSKY

-----  
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/X/ No fee required.  
/ / Fee computed on table below per Exchange Act Rules  
14a-6(i)(1) and 0-11.  
(1) Title of each class of securities to which transaction  
applies:

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(2) Aggregate number of securities to which transaction  
applies:  
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