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STEEL PARTNERS II L P
Form DFAN14A
January 11, 2002

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))
/ / Definitive Proxy Statement
/X/ Definitive Additional Materials
/ / Soliciting Material Under Rule 14a-12

SL INDUSTRIES, INC.

(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:

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