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3CI COMPLETE COMPLIANCE CORP
Form SC 13D/A
January 06, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 2) *

3CI COMPLETE COMPLIANCE CORPORATION
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

88553J-10-4
(CUSIP Number)

Mr. Mark C. Miller
President and Chief Executive Officer
Stericycle, Inc.
28161 North Keith Drive
Lake Forest, Illinois 60045
(847) 367-5910

(Name, Address and Telephone Number of Person Authorized
To Receive Notices and Communications)

December 18, 2002
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for purposes of section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 88553J-10-4

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- (1) Name of reporting person
IRS identification nos. of above persons
- (2) Check the appropriate box if a member of a group
- (3) SEC use only
- (4) Source of funds
- (5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
- (6) Citizenship or place of organization
- Number of shares beneficially owned by each reporting person with:
 - (7) Sole voting power
 - (8) Shared voting power
 - (9) Sole dispositive power
 - (10) Shared dispositive power
- (11) Aggregate amount beneficially owned by each reporting person
- (12) Check if the aggregate amount in Row (11) excludes certain shares
- (13) Percent of class represented by amount in Row (11)
- (14) Type of reporting person

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This amendment amends as follows the Statement on Schedule 13D dated October 8, 1998 that Stericycle, Inc. ("Stericycle") filed on October 13, 1998, as amended by Amendment No. 1 to Schedule 13D dated May 1, 2002 that Stericycle filed on May 9, 2002.

ITEM 2. IDENTITY AND BACKGROUND

Schedule A to this amendment lists the name, residence or business address, principal occupation or employment, and name and address of his or her employer, of each of Stericycle's executive officers and directors as of the date of this amendment.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

This amendment is filed to report the purchase on December 18, 2002 of an additional 541,286 shares of common stock of the issuer, 3CI Complete Compliance Corporation ("3CI"), by Stericycle's wholly-owned subsidiary, Waste Systems, Inc., a Delaware corporation ("WSI").

These shares were acquired pursuant to the exercise of a warrant to purchase up to 541,286 shares of 3CI common stock at an exercise price of \$.10 per share. 3CI issued this warrant to WSI in connection with and in consideration of an earlier extension by WSI of the maturity of the amended and restated secured promissory date, dated October 1, 1998, as amended, from 3CI to WSI.

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The source of the funds that Stericycle provided to WSI to use to pay the exercise price of the warrant was cash on hand.

ITEM 4. PURPOSE OF TRANSACTION

The purpose of the transaction was to acquire additional shares of 3CI common stock prior to the expiration of the underlying warrant on December 20, 2002.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Stericycle owns directly, or indirectly through its wholly-owned subsidiary WSI, 6,578,504 shares of 3CI common stock. These shares represent 71.52% of the 9,198,325 shares of 3CI common stock which were outstanding as of August 14, 2002 (according to 3CI's quarterly report on Form 10-Q for the quarter ended June 30, 2002). Stericycle, through WSI, has the sole power to vote or to direct the vote of, and the sole power to dispose or to direct the disposition of, all 6,578,504 shares.

None of the executive officers or directors of Stericycle named in the attached Schedule A beneficially owns any shares of 3CI common stock.

Except for the warrant exercise described in Item 3, neither Stericycle nor any of the executive officers or directors of Stericycle named in the attached Schedule A, nor any direct or

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indirect subsidiary of Stericycle, has effected any transaction in 3CI common stock during the past 60 days.

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: January 6, 2003.

STERICYCLE, INC.

By /s/ MARK C. MILLER

Mark C. Miller
President and Chief Executive Officer

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SCHEDULE A

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EXECUTIVE OFFICERS OF STERICYCLE, INC.(1)

NAME ----	TITLE -----
Mark C. Miller	President and Chief Executive O
Richard T. Kogler	Executive Vice President and Ch
Frank J.M. ten Brink	Executive Vice President and Ch
Anthony J. Tomasello	Executive Vice President and Ch

- (1) All executive officers use Stericycle's address for his business address.
All executive officers are United States citizens, with the exception of
Frank J.M. ten Brink, who is a citizen of the Netherlands.

DIRECTORS OF STERICYCLE, INC.(1)

NAME ----	BUSINESS ADDRESS -----
Jack W. Schuler Chairman of the Board	Crabtree Partners LLC 28161 North Keith Drive Lake Forest, Illinois 60045
Mark C. Miller President and Chief Executive Officer	Stericycle, Inc. 28161 North Keith Drive Lake Forest, Illinois 60045
John P. Connaughton	Bain Capital, LLC 111 Huntington Avenue Boston, Massachusetts 02199
Rod F. Dammeyer	CAC, LLC 676 North Michigan Avenue Suite 2800 Chicago, Illinois 60611
Patrick F. Graham	The Gillette Company The Prudential Building 800 Boylston Street Boston, Massachusetts 02199
John Patience	Crabtree Partners LLC 28161 North Keith Drive Lake Forest, Illinois 60045

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Thomas R. Reusche

Madison Dearborn Partners, LLC
Three First National Plaza
Suite 3800
Chicago, Illinois 60602

Peter Vardy

161 East Chicago Avenue
Chicago, Illinois 60611

L. John Wilkerson, Ph.D.

Galen Associates
610 Fifth Avenue
New York, New York 10020

- (1) All directors are United States citizens.