TABLE OF C O N T E NTS

E x h ibit 4.1

Table of C o nte nts

SECURIT I ES AN D EXCHA N GE COM MISS I O N WASHINGTON, D.C. 20549

F OR M 8-A

Ame nd ment N o . 1

FO R RE G IST R AT IO N O F C ERT AIN C LASSE S O F

SECURIT I ES PU R SUAN T TO SECT I O N 1 2 (b) OR (g) OF

T H E SECURIT I ES E XCHAN G E ACT O F 1934

CL EVEL AND-CLIFF S IN C

(E x act Name o f Re g istra n t as S p ec ifie d in Its C h arter)

Ohio 34-1464672

(Sta te of I n corporat ion o r Organi zation)

(I.R.S. E mploye r

Ide n tifi ca tion n o .)

1100 Superior A v enue, Cl eve land, Ohio 44114

(Address of P r incip al Executive O f f ice s) (Z ip C o d e)

If this fo rm r elate s to the regi st r ation of a clas s of se curit ies p u r suant to Se cti o n 12(b) o f

th e Excha n g e Ac t and is eff ect ive upon filin g purs u ant to G eneral I n struction A. (c),

please check the foll o w ing box. [x]

If this f o rm r elate s to the regi st r ation of a clas s of se curit ies p u r suant to

Sec tion 12(g) o f the E x chan g e Ac t and i s effe ctive u p o n filing pursu ant to

General Instruc tion A .(d), please che ck the follo wi n g box. [ ]

Sec u rities Ac t R egistra tion S tat em ent f ile num b er to which this form re lates: ___________________

(If applica b le)

Sec u rities to be re g is tered pursua n t t o Sec tion 12(b) o f the Act :

Ti t le o f E a ch C lass Name of Each E x ch a nge on W hich

to be so R egiste red Eac h Class is to b e R egiste red

Ri g h ts T o Purcha se Com mon Sha r es New Y ork S tock Exc h ange

Sec u rities to be re g is tered pursua n t t o Sec tion 12(g) o f the Act :

None

(T itl e o f c lass)

Table of C o nte nts

SI GN A T URE

Pursua n t to t h e r equire me n ts of Se ction 12 of t h e Se curitie s Exc h ange A ct of 1934, t h e r egistrant h as dul y c aused this r egistratio n s ta tem ent to b e si g n ed o n it s behalf b y th e

unde r sig n ed, th eret o duly authoriz ed.

CL EVEL AND-CLIFF S IN C

By:

/s/ C. B. Bezik

Name: C. B. Be zik

T itl e: S enior V ice Presid ent-Fina n ce

Dat e: D ec em be r 14, 2001

3

Table of C o nte nts

IN D E X TO E X HIB ITS

Exhibit

Nu m ber Exhibit

4. 1

AOotmsre ten) d me n t No. 1, da ted and effe cti v e as of N ovembe r 15, 2001, to the Ri g h ts Agreeme n t, dat ed as of Septe mber 19, 1997, betwe en the Compa n y a n d Ð̄쀀 �_ᄀ e

.錥�À∍찀ಫဈ刴퀃瀀

Very trul y yours,

CL EVEL AND-CLIFF S IN C

By:

/s/ C. B. Be zik

Nam e: C. B. Be zik

T itl e: S enior V ice Presid ent-Fina n ce

Accepted and agree d to as o f th e

e f f ec tive time spec ifie d a b o v e:

F irst C hicago Trust C o m pany of N ew York

By:

/s/ T h o mas Gra y man

Nam e: Thom as Gra y man

T itl e: S enior M anagi n g Directo r