

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Form 4 is required by Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935  
and Section 30(c) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

<p><b>1. Name of the Reporting Person</b> * (Last, First, Middle Initial) Morley, John C.</p> <hr/> <p>31095 Chagrin Blvd. Suite 210N</p> <p>( )</p> <hr/> <p>Pepper Pike, OH 44124</p> <p>( ) ( ) ( )</p>	<p><b>2. Issuer Name and Ticker Symbol</b> CLF</p> <hr/> <p><b>4. Statement Date</b> ( / / ) January 14, 2003</p>	<p><b>3. I.R.S. Identification Number</b> (VBI) P</p> <hr/> <p><b>5. Initial Date of Ownership</b> ( / / )</p> <hr/> <p><b>6. Relationship to Issuer</b> ( )  <input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer ( B B )  <input type="checkbox"/> Other ( B )</p>	<p><b>7. Initial Joint Filing</b> ( B B )</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	--	--

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, instruction 4(b)(v).

**Tab 9I - Director's Security Clearance, Background Check, and Other Information**

1. Title Security ( ) ( .3)	2. Tra act Dat ( / / )	2a. D99 E 9c t Dat, a y. ( / / )	3. Tra act C 9 ( .8)	4. S9c r t 9 Ac . r 9 (A) ( .3, 4 5)	5. A 9 . t S9c r t 9 B9 9 c a y O 9 F 9 R 9 r t 9 Tra act ( ) ( .3 4)	6. O 9 r Fr : Dr 9 ct (D) r I r 9 ct (I) ( .4)	7. Nat r 9 I r 9 ct B9 9 c a O 9 r ( .4)
-----------------------------	------------------------	----------------------------------	----------------------	--------------------------------------	---	--	--

(A)

C 9 V A 9 . t (D) Pr c 9

**Table II Dividend Security Accrual, Dividend, and Buyback Activity**  
 (e.g., Intel, Walmart, Microsoft, and Facebook)

1. Title Dividend Security (.3)	2. Current Dividend Security	3. Transaction Date ( / / )	3a. Dividend Effect Date ( / / )	4. Transaction Class (.8)	5. Number Dividend Security Accrual (A) or Dividend (D) (.3, 4, 5)
				Class	(A) (D)
Stock Units	1-for-1	01/14/03		A(1)	75.5668



**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints John E. Lenhard, Franklin L. Hartman, Emery Smith, and R. Todd Johnson, and each of them, as the true and lawful attorney or attorneys-in-fact, with full power of substitution and revocation, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to execute, on behalf of the undersigned, any and all statements or reports under Section 16 of the Securities Act of 1934, as amended, with respect to the beneficial ownership of shares of Common Stock, par value \$1.00 per share, of ~~ABC~~ Inc ( "Company"), including, without limitation, all initial statements of beneficial ownership on Form 3, all statements of changes of beneficial ownership on Form 4, all annual statements of beneficial ownership on Form 5, any and all other documents that may be required, from time to time, to be filed with the Securities and Exchange Commission, to execute any and all amendments or supplements to any such statements or forms, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorney or attorneys-in-fact, and each of them, full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney or attorneys-in-fact or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3,4, 5 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the forgoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 11th day of July, 1995.

/s/ John C. Morley

\_\_\_\_\_  
John C. Morley  
Director