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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Form 4 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).

<b>1. Name of Reporting Person *</b> _____ Morley, John C. (Last) (First) (Middle)	<b>2. Issuer Name and Ticker Tra Symbol</b> _____ CLF (CLF)	<b>3. I.R.S. Identification Number</b> _____ (V) (a)
<b>4. Street</b> _____ 31095 Chagrin Blvd. Suite 210N (Street)	<b>5. Date of Transaction</b> _____ (Month) (Day) (Year)	
<b>6. Report as to Issuer (Check one)</b> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer ( ) <input type="checkbox"/> Other ( )	<b>7. Is Reporting Person</b> (Check one) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	

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, see instruction 4(b)(v).

**Tab 9I N -D9r at 9S9c rt 9 Ac . r9 ,D 9 , rB9 9 ca yOw 9**

1. T t 9 S9c r ty (I . .3)	2. Tra act Dat9 (M /Da /Y a )	2A. D99 9 E 9c t Dat9, a y (M /Da /Y a )	3. Tra act C 9 (I . .8)	4. S9c rt 9 Ac . r9 (A) r D 9 (D) (I . .3, 4 a 5)	5. A 9 . t S9c- r t 9 B9 9 ca y Ow 9 F w R9 rt9 Tra - act ( ) (I . .3 a 4)	6. Ow 9r F r 9; D r9ct (D) r I r9ct (I) (I . .4)	7. Nat r9 I r9ct B9 9 ca Ow 9r (I . .4)
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(A)

C 9 V

A 9 . t (D) Pr c9

**Table II Director Share Acquisitions, Dividends, and Other Benefits**  
 (e.g., stock, warrants, options, restricted stock)

1. Title Director Share	2. Conversion Ratio	3. Transaction Date	3A. Director's Interest Date	4. Transaction Class	5. Number Director Share (A) and (D)
(I . . 3)	Share	(M /Da /Y a )	(M /Da /Y a )	(I . . 8)	(I . . 3, 4 a 5)
				C V	(A) (D)
Stock Units	1-for-1	12/30/02		A(1)	60.3622

**Table II Director's Securities, Derivatives, and Beneficial Ownership Contract**  
 (e.g., stock, warrants, options, restricted stock)

6. Director's Beneficial Ownership Date (Month/Day/Year)      7. Title Acquired Under Restricted Stock (Include 3a-4)      8. Price Director's Security (Include 5)      9. Number Director's Restricted Beneficial Ownership Shares Tracked (Include 4)      10. Ownership Fraction Director's Security: Director (D) or Director (I) (Include 4)      11. Nature of Restricted Beneficial Ownership (Include 4)

Director's Beneficial Ownership Date	Title	Acquired Under Restricted Stock	Price	Number of Restricted Beneficial Ownership Shares Tracked	Ownership Fraction: Director (D) or Director (I)	Nature of Restricted Beneficial Ownership
(1)		Common Shares	\$24.85	60,362		(D)

**Exhibit 9:**

(1) Reflects number of Common Shares underlying deferred compensation credited to the account of the Reporting Person in payment of 100% of the Reporting Person's Meeting Fees under the ~~the~~ Nonemployee Directors Compensation Plan. Each Stock Unit is generally distributable following termination of service as a Director.

/s/ John E. Lenhard, Attorney-in-Fact  
 \*\*Signature of Reporting Person

December 30, 2002  
 Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff (a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, refer to Instruction 6 for procedure.

## 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 ~~Qnc~~ ( "Company"), including, without limitation, all initial statements of beneficial ownership on Form 3, all statements of changes in beneficial ownership on Form 4, all annual statements of changes in beneficial ownership on Form 5, any and all other documents that may be required, 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

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John C. Morley  
Director