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

## FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

	subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).				
ι.	Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	John C. Morley		(CLF)	_	
	(Last) (First) (Middle)				
		4.	Statement for Month/Day/Year	5.	If Amendment, Date of Original (Month/Day/Year)
	31095 Chagrin Blvd. Suite 210N		January 28, 2003		
	(Street)				
		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)
	Pepper Pike OH 44124		☑ Director ☐ 10% Owner		▼ Form Filed by One Reporting Person
	(City) (State) (Zip)		☐ Officer (give title below)		☐ Form Filed by More than One
			☐ Other (specify below)		Reporting Person

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

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

			Table	Ι-	— Non-Derivati	ve	Secu	rities Ac	cqı	uired, Dis	pos	ed of, or	Beneficially Ow	ne	d		
1.	Title of Security (Instr. 3)	2.	Transaction 2 Date (Month/Day/Year)	A.	Deemed Execution Date, if any (Month/Day/Year)	3.	Trans Code (Instr.	nsaction 4		Securities A Disposed of (Instr. 3, 4 d	( <b>D</b> )	, ,	Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	orm: birect (D) or ndirect (I)	Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	v		Amount	(A) or (D)	Price					
_				_		_			_					_		_	
-																	
_				_													

#### Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date, if any (Month/Day/Year) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. Transaction 1. Title of Derivative 2. Conversion or Exercise 4. Transaction Security (Instr. 3) Date (Month/Day/Year) Code (Instr. 8) Price of Derivative Security Code V (A) **(D)** 50.3778 Stock Units 1-for-1 01/28/03 **A**(1)

		Tabl	e II — Deri			_	d of, or Beneficially Owners, convertible securities)	ed —	- Continued		
6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A of Underly (Instr. 3 an	ing Securities	8. Price of Derivativ Security (Instr. 5)	e 9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)		Nature of Indirect Beneficial Ownership (Instr. 4)	
]	Date Exercisable	Expiration Date	Title	Amount or Number of Shares							
	(1)	(1)	Common Shares	50.3778	\$19.85		20,319.7799		(D)		
										_	
(1) R 100%	eflects m	eporting P	ommon Sha erson's Mee	ting Fees und		ploye	credited to the account of teleprotection For.			in p	ayment of
	/s/ John E. Lenhard; Attorney-in-Fact for John C. Morley						January 28, 2003	3			
			**Signa	ture of Repor	rting Person	-	Date				
*	* Intent (a).	ional misst	atements or	omissions of	facts constitute Fe	ederal	Criminal Violations. See 1	8 U	.S.C. 1001 and 15	U.S	S.C. 78ff

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

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### **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 Manc ( "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