

NACCO INDUSTRIES INC
Form SC 13D/A
February 13, 2018

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 25)

NACCO Industries, Inc.

(Name of Issuer)

Class A Common Stock, par value \$1.00 per share

(Title of Class of Securities)

629579103

(CUSIP Number)

Alfred M. Rankin, Jr.

5875 Landerbrook Drive

Cleveland, Ohio 44124-4017

(216) 449-9600

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

February 2018

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (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).

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alfred M. Rankin, Jr.

2 Check the appropriate box if a member of a group*

(a) (b)
3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power
shares

beneficially 224,804
8 Shared voting power
owned by

each
418,430
reporting 9 Sole dispositive power
person

with 224,804

10 Shared dispositive power

418,430

11 Aggregate amount beneficially owned by each reporting person

643,234

12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

12.18%

14 Type of reporting person*

IN

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Victoire G. Rankin

2 Check the appropriate box if a member of a group*

(a) (b)
3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power
shares

beneficially 34,936
8 Shared voting power
owned by

each
270,003
reporting 9 Sole dispositive power
person

with 34,936
10 Shared dispositive power

608,298
11 Aggregate amount beneficially owned by each reporting person

643,234
12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

12.18%
14 Type of reporting person*

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Helen Rankin Butler

2 Check the appropriate box if a member of a group*

(a) (b)
3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power
shares

beneficially 68,094
8 Shared voting power
owned by

each 74,448
reporting 9 Sole dispositive power
person

with 68,094
10 Shared dispositive power

412,743
11 Aggregate amount beneficially owned by each reporting person

480,837
12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

9.10%
14 Type of reporting person*

IN

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Clara T. Rankin Williams

2 Check the appropriate box if a member of a group*

(a) (b)
3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power
shares

beneficially 74,574
8 Shared voting power
owned by

each 9,881
reporting 9 Sole dispositive power
person

with 74,574

10 Shared dispositive power

348,176

11 Aggregate amount beneficially owned by each reporting person

422,750

12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

8.00%

14 Type of reporting person*

IN

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas T. Rankin

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 172

8 Shared voting power

owned by

each

341,917

reporting 9 Sole dispositive power

person

with 172

10 Shared dispositive power

341,917

11 Aggregate amount beneficially owned by each reporting person

342,089

12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

6.48%

14 Type of reporting person*

IN

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Claiborne R. Rankin

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 25,768

8 Shared voting power

owned by

each

340,655

reporting 9 Sole dispositive power

person

with 25,768

10 Shared dispositive power

340,655

11 Aggregate amount beneficially owned by each reporting person

366,423

12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

6.94%

14 Type of reporting person*

IN

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Chloe O. Rankin

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 2,360

8 Shared voting power

owned by

each

25,768

reporting 9 Sole dispositive power

person

with 2,360

10 Shared dispositive power

364,063

11 Aggregate amount beneficially owned by each reporting person

366,423

12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

6.94%

14 Type of reporting person*

IN

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Roger F. Rankin

2 Check the appropriate box if a member of a group*

(a) (b)
3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power
shares

beneficially 0
8 Shared voting power
owned by

each
351,287
reporting 9 Sole dispositive power
person

with 0

10 Shared dispositive power

351,287

11 Aggregate amount beneficially owned by each reporting person

351,287

12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

6.65%

14 Type of reporting person*

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bruce T. Rankin

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

14,313

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

352,608

11 Aggregate amount beneficially owned by each reporting person

352,608

12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

6.68%

14 Type of reporting person*

IN

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alison A. Rankin

2 Check the appropriate box if a member of a group*

(a) (b)
3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power
shares

beneficially 6,613
8 Shared voting power
owned by

each
6,379
reporting 9 Sole dispositive power
person

with 6,613
10 Shared dispositive power

344,674
11 Aggregate amount beneficially owned by each reporting person

351,287
12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

6.65%
14 Type of reporting person*

IN

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Corbin K. Rankin

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 3,622

8 Shared voting power

owned by

each

172

reporting 9 Sole dispositive power

person

with 3,622

10 Shared dispositive power

338,467

11 Aggregate amount beneficially owned by each reporting person

342,089

12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

6.48%

14 Type of reporting person*

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John C. Butler, Jr.

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 74,448

8 Shared voting power

owned by

each

68,094

reporting 9 Sole dispositive power

person

with 74,448

10 Shared dispositive power

406,389

11 Aggregate amount beneficially owned by each reporting person

480,837

12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

9.10%

14 Type of reporting person*

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1 Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David B. Williams

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Source of funds*

OO See Item 3

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 9,881

8 Shared voting power

owned by

each

74,574

reporting 9 Sole dispositive power

person

with 9,881
10 Shared dispositive power

412,869
11 Aggregate amount beneficially owned by each reporting person

422,750
12 Check box if the aggregate amount in Row (11) excludes certain shares*

13 Percent of class represented by amount in Row (11)

8.00%
14 Type of reporting person*

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This Amendment No. 25 to Schedule 13D (this **Amendment No. 25**) is hereby filed to update and supplement certain information with respect to the shares of Class A Common Stock (the **Class A Common**) of NACCO Industries, Inc. (the **Company**) held by Rankin Associates II, L.P., a Delaware limited partnership (the **Partnership**), that appeared in the Schedule 13D on February 18, 1998 (the **Initial Filing**), as amended on March 30, 1998 (the **Amendment No. 1**), as amended on April 20, 1998 (the **Amendment No. 2**), as amended on January 11, 1999 (the **Amendment No. 3**), as amended on May 28, 1999 (the **Amendment No. 4**), as amended on November 13, 2000 (the **Amendment No. 5**), as amended on February 14, 2001 (the **Amendment No. 6**), as amended on January 10, 2002 (the **Amendment No. 7**), as amended on October 31, 2002 (the **Amendment No. 8**), as amended on January 9, 2003 (the **Amendment No. 9**), as amended on April 28, 2003 (the **Amendment No. 10**), as amended on February 17, 2004 (the **Amendment No. 11**), as amended on February 15, 2005 (the **Amendment No. 12**), as amended on February 14, 2006 (the **Amendment No. 13**), as amended on February 14, 2007 (the **Amendment No. 14**), as amended on February 14, 2008 (the **Amendment No. 15**), as amended on February 13, 2009 (the **Amendment No. 16**), as amended on February 16, 2010 (the **Amendment No. 17**), as amended on February 14, 2011 (the **Amendment No. 18**), as amended on February 14, 2012 (the **Amendment No. 19**), as amended on February 14, 2013 (the **Amendment No. 20**), as amended on February 14, 2014 (the **Amendment No. 21**), as amended on February 13, 2015 (the **Amendment No. 22**), as amended on February 12, 2016 (the **Amendment No. 23**) and as amended on February 14, 2017 (the **Amendment No. 24**) (collectively, the **Filings**). This Amendment No. 25 (a) updates certain information with respect to certain Reporting Persons under the Filings and (b) reflects the acquisitions and/or dispositions of shares of Class A Common by certain Reporting Persons. Capitalized terms used herein but not defined herein have the meanings assigned to them in the Filings.

Item 2. Identity and Background.

(a) (c) Item 2 of the Filings is hereby amended as follows:

The statements under the heading Alfred M. Rankin, Jr. are hereby deleted and replaced by the following:

Alfred M. Rankin, Jr. Mr. Rankin's resident address is 7421 Markell Road, Waite Hill, Ohio 44094. He is (a) Executive Chairman of Hamilton Beach Brands Holding Company at 4421 Waterfront Dr., Glen Allen, Virginia 23060, (b) Chairman, President and Chief Executive Officer of Hyster-Yale Materials Handling, Inc. at 5875 Landerbrook Drive, Suite 300, Cleveland, Ohio 44124 and (c) Chairman of the Company at 5875 Landerbrook Drive, Suite 220, Cleveland, Ohio 44124.

The statements under the heading Victoire G. Rankin are hereby deleted and replaced by the following:

Victoire G. Rankin. Ms. Rankin's resident address is 7421 Markell Road, Waite Hill, Ohio 44094. She is not employed.

The statements under the heading Helen R. Butler are hereby deleted and replaced by the following:

Helen R. Butler. Ms. Butler's resident address is 7575 Old Mill Road, P.O. Box 477, Gates Mills, Ohio 44040. She is a sales associate at Wool and Willow.

The statements under the heading Matthew M. Rankin are hereby deleted and replaced by the following:

Matthew M. Rankin. Mr. Rankin's resident address is 2011 St. Andrews Road, Greensboro, North Carolina 27408. He is President and CEO of Carlisle Residential Properties.

The statements under the heading James T. Rankin are hereby deleted and replaced by the following:

James T. Rankin. Mr. Rankin's resident address is 2291 Woodward Way NW, Atlanta, Georgia 30305. He is employed at Blue Ridge Capital Advisors, LLC in Commercial Real Estate.

The statements under the heading Claiborne R. Rankin are hereby deleted and replaced by the following:

Claiborne R. Rankin. Mr. Rankin's resident address is 36779 Cedar Road, Gates Mills, Ohio 44040. He is a private investor.

The statements under the heading Chloe O. Rankin are hereby deleted and replaced by the following:

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Chloe O. Rankin. Ms. Rankin's resident address is 36779 Cedar Road, Gates Mills, Ohio 44040-9721. She is not employed.

The statements under the heading John C. Butler, Jr. are hereby deleted and replaced by the following:

John C. Butler, Jr. Mr. Butler's resident address is 7575 Old Mill Road, P.O. Box 477, Gates Mills, Ohio 44040. Mr. Butler's business address is 5875 Landerbrook Drive, Suite 220, Cleveland, Ohio 44124. He is President and CEO of the Company and The North American Coal Corporation.

The statements under the heading David B. Williams are hereby deleted and replaced by the following:

David B. Williams. Mr. Williams' resident address is 1654 N. Dayton, Chicago, Illinois 60614. His business address is 221 W. LaSalle, 37th Floor, North Wacker Drive, Suite 3230, Chicago, Illinois 60606. He is an attorney with Williams, Bax & Saltzman, P.C.

The statements under the heading Scott W. Seelbach are hereby deleted and replaced by the following:

Scott W. Seelbach. Mr. Seelbach's resident address is 18910 S. Woodland Road, Shaker Heights, OH 44122. He is a private equity principal.

The statements under the heading Claiborne R. Rankin, Jr. are hereby deleted and replaced by the following:

Claiborne R. Rankin, Jr. Mr. Rankin's resident address is 103 Marion Avenue, Lake Forest, IL 60045. He is employed in software sales at BrokerSavant, Inc.

The statements under the heading Thomas Parker Rankin are hereby deleted and replaced by the following:

Thomas Parker Rankin. Mr. Rankin's resident address is 20 Commerce St. Apt. BW, New York, New York 10014. He is a student.

The statements under the heading Chloe R. Seelbach are hereby deleted and replaced by the following:

Chloe R. Seelbach. Ms. Seelbach's resident address is 18910 S. Woodland Road, Shaker Heights, Ohio 44122. She is not employed.

Item 5. Interest in Securities of the Issuer.

(a) (b) The first paragraph under the heading Item 5. Interest in Securities of the Issuer in the Filings is hereby deleted and replaced in its entirety by the following:

Pursuant to the Act and the regulations thereunder, the Reporting Persons may be deemed as a group to beneficially own 338,295 shares of Class A Common, the aggregate number of shares of Class A Common which are held by the Partnership, representing approximately 6.40% of the outstanding Class A Common as of December 31, 2017.

The statements under the heading Alfred M. Rankin, Jr. which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Alfred M. Rankin, Jr. Mr. Rankin (a) shares with his mother (Clara L.T. Rankin) the power to vote and dispose of 9,600 shares of Class A Common pursuant to an agreement with his mother, creating a trust for the benefit of her grandchildren; (b) shares with PNC Bank, N.A. (PNC) the power to vote and dispose of 21,286 shares of Class A Common held by the A.M. Rankin Sr. GST Trusts for the benefit of Alfred M. Rankin, Sr. s grandchildren; (c) shares with Rankin Management, Inc. and the other Reporting Persons the power to vote and dispose of 338,295 shares of Class A Common held by the Partnership; (d) has the sole power to vote and dispose of 210,644 shares of Class A Common under the Alfred Rankin Trust, with himself as trustee and for his benefit; (e) has the sole power to vote and dispose of 14,160 shares of Class A Common held in an individual retirement account; (f) is deemed to share with his spouse (Victoire G. Rankin) the power to vote and dispose of 34,936 shares of Class A Common owned by his spouse; and (g) shares with his brother (Bruce T. Rankin) the power to vote and dispose of 14,313 shares of Class A Common held in trust for the benefit of that brother. Collectively, the 643,234 shares of Class A Common beneficially owned by Mr. Rankin constitute approximately 12.18% of the Class A Common outstanding as of December 31, 2017.

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The statements under the heading Victoire G. Rankin which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Victoire G. Rankin. Ms. Rankin (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has the sole power to vote and dispose of 34,936 shares of Class A Common held in a trust created under the Agreement, dated September 28, 2000, for her benefit; (c) is deemed to share with her spouse (Alfred M. Rankin, Jr.) the power to vote and dispose of 9,600 shares of Class A Common owned by a trust created for the benefit of the grandchildren of Clara L.T. Rankin because her spouse is trustee of such trust; (d) is deemed to share with her spouse the power to vote and dispose of 21,286 shares of Class A Common held in trusts created for the benefit of the grandchildren of Alfred M. Rankin, Sr. because her spouse is a co-trustee of such trusts; (e) is deemed to share with her spouse the power to vote and dispose of 210,644 shares of Class A Common owned by a revocable trust for the benefit of her spouse; (f) is deemed to share with her spouse the power to vote and dispose of an additional 14,160 shares of Class A Common held by her spouse in an individual retirement account; and (g) is deemed to share with her spouse the power to vote and dispose of 14,313 shares of Class A Common held in a trust for the benefit of his brother (Bruce T. Rankin) because her spouse is trustee of such trust. Collectively, the 643,234 shares of Class A Common beneficially owned by Ms. Rankin constitute approximately 12.18% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading Helen Rankin Butler which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Helen Rankin Butler. Ms. Butler (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) is deemed to share with her spouse (John C. Butler, Jr.) the power to vote and dispose of 66,438 shares of Class A Common held by Mr. Butler, including (i) 63,638 shares of Class A Common held in a revocable trust for the benefit of Mr. Butler and (ii) 2,800 shares of Class A Common held in her spouse's individual retirement account; (c) is deemed to share with her spouse (John C. Butler, Jr., as trustee) the power to vote and dispose of (i) 4,083 shares of Class A Common held in a trust for the benefit of her minor daughter (Clara R. Butler) and (ii) 3,927 shares of Class A Common held in a trust for the benefit of her minor son (Griffin B. Butler); and (d) has sole power to vote and dispose of 68,094 shares of Class A Common. Collectively, the 480,837 shares of Class A Common beneficially owned by Ms. Butler constitute approximately 9.10% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading Clara T. Rankin Williams which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Clara T. Rankin Williams. Ms. Williams (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has the sole power to vote and dispose of 68,094 shares of Class A Common held by trusts created for her benefit and for which she is the trustee; (c) as trustee, has sole power to vote and dispose of 3,927 shares of Class A Common held in a trust for the benefit of her minor daughter (Margo J. V. Williams); (d) as trustee, has sole power to vote and dispose of 2,553 shares of Class A Common held in a trust for the benefit of her

minor daughter (Helen C. Williams); and (e) is deemed to share the power to vote and dispose of 9,881 shares of Class A Common owned by her spouse (David B. Williams). Collectively, the 422,750 shares of Class A Common beneficially owned by Ms. Williams constitute approximately 8.00% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading Thomas T. Rankin which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Thomas T. Rankin. Mr. Rankin (a) has sole power to vote and dispose of 7 shares of Class A Common; (b) has the sole power to vote and dispose of 165 shares of Class A Common held by a trust created for his benefit and for which he is the trustee; (c) is deemed to share with his spouse (Corbin K. Rankin) the power to vote and to dispose of 3,622 shares of Class A Common owned by his spouse; and (d) shares with Rankin Management, Inc. and the other Reporting Persons the power to vote and dispose of 338,295 shares of Class A Common held by the Partnership. Collectively, the 342,089 shares of Class A Common beneficially owned by Mr. Rankin constitute approximately 6.48% of the Class A Common outstanding as of December 31, 2017.

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The statements under the heading Claiborne R. Rankin which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Claiborne R. Rankin. Mr. Rankin (a) has sole power to vote and dispose of 25,768 shares of Class A Common under the Claiborne Rankin Trust; (b) is deemed to share with his spouse (Chloe O. Rankin) the power to vote and dispose of 2,360 shares of Class A Common owned by his spouse; and (c) shares with Rankin Management, Inc. and the other Reporting Persons the power to vote and dispose of 338,295 shares of Class A Common held by the Partnership. Collectively, the 366,423 shares of Class A Common beneficially owned by Mr. Rankin constitute approximately 6.94% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading Chloe O. Rankin which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Chloe O. Rankin. Ms. Rankin (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) is deemed to share with her spouse (Claiborne R. Rankin) the power to vote and dispose of 25,768 shares of Class A Common held by a revocable trust created for the benefit of her spouse; and (c) has the sole power to vote and dispose of 2,360 shares of Class A Common held in a trust created under the Agreement, dated June 1, 1995, creating a trust for her benefit. Collectively, the 366,423 shares of Class A Common beneficially owned by Ms. Rankin constitute approximately 6.94% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading Roger F. Rankin which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Roger F. Rankin. Mr. Rankin (a) is deemed to share with his spouse (Alison A. Rankin) the power to vote and dispose of 4,133 shares of Class A Common held in trust for his daughter (A. Farnham Rankin) and 2,246 shares of Class A Common held in trust for another daughter (Elisabeth M. Rankin) for which his spouse is trustee; (b) is deemed to share with his spouse the power to vote and dispose of 3,123 shares of Class A Common owned by his spouse; (c) is deemed to share with his spouse the power to vote and dispose of 3,490 shares of Class A Common beneficially owned by his spouse; and (d) shares with Rankin Management, Inc. and the other Reporting Persons the power to vote and dispose of 338,295 shares of Class A Common held by the Partnership. Collectively, the 351,287 shares of Class A Common beneficially owned by Mr. Rankin constitute approximately 6.65% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading Bruce T. Rankin which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Bruce T. Rankin. Mr. Rankin (a) is deemed to share with his brother (Alfred M. Rankin, Jr.) the power to vote and dispose of 14,313 shares of Class A Common held by a trust, created for his benefit and for which his brother is the trustee and (b) shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership. Collectively, the 352,608 shares of Class A Common held by Mr. Rankin constitute approximately 6.68% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading Alison A. Rankin which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

Alison A. Rankin. Ms. Rankin (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has sole power to vote and dispose of 3,123 shares of Class A Common; (c) has the sole power to vote and dispose of 3,490 shares of Class A Common held by a trust created for her benefit and for which she is the trustee; and (d) is deemed to share with her spouse (Roger F. Rankin) the power to vote and dispose of 4,133 shares of Class A Common held in trust for her daughter (A. Farnham Rankin) and 2,246 shares of Class A Common held in trust for another daughter (Elisabeth M. Rankin) for which she is trustee. Collectively, the 351,287 shares of Class A Common beneficially owned by Ms. Rankin constitute approximately 6.65% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading Corbin K. Rankin which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

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Corbin K. Rankin. Ms. Rankin (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has sole power to vote and dispose of 3,622 shares of Class A Common; and (c) is deemed to share with her spouse (Thomas T. Rankin) the power to vote and dispose of 172 shares of Class A Common, including 165 shares of Class A Common owned by a revocable trust for the benefit of her spouse. Collectively, the 342,089 shares of Class A Common beneficially owned by Ms. Rankin constitute approximately 6.48% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading John C. Butler, Jr. which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

John C. Butler, Jr. Mr. Butler (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has sole power to vote and dispose of 66,438 shares of Class A Common held by Mr. Butler, including (i) 63,638 shares of Class A Common held in a revocable trust for the benefit of Mr. Butler, and (ii) 2,800 shares of Class A Common held in his individual retirement account; (c) as trustee, has sole power to vote and dispose of 4,083 shares of Class A Common held in a trust for the benefit of his minor daughter (Clara R. Butler); (d) as trustee, has sole power to vote and dispose of 3,927 shares of Class A Common held in a trust for the benefit of his minor son (Griffin B. Butler); and (e) is deemed to share with his spouse (Helen R. Butler) the power to vote and dispose of 68,094 shares of Class A Common beneficially owned by his spouse. Collectively, the 480,837 shares of Class A Common beneficially owned by Mr. Butler constitute approximately 9.10% of the Class A Common outstanding as of December 31, 2017.

The statements under the heading David B. Williams which appear in the Filings, are hereby deleted and replaced in their entirety by the following:

David B. Williams. Mr. Williams (a) by virtue of the Partnership Interests received as gifts, shares with Rankin Management, Inc. and the other Reporting Persons the power to dispose of 338,295 shares of Class A Common held by the Partnership; (b) has sole power to vote and dispose of 9,881 shares of Class A Common held by Mr. Williams; (c) is deemed to share with his spouse (Clara T. Rankin Williams) the power to vote and dispose of 68,094 shares of Class A Common beneficially owned by his spouse; (d) is deemed to share with his spouse (Clara T. Rankin Williams) the power to vote and dispose of 3,927 shares of Class A Common owned by a trust created for the benefit of his minor daughter (Margo J. V. Williams) because his spouse is trustee of such trust; and (e) is deemed to share with his spouse (Clara T. Rankin Williams) the power to vote and dispose of 2,553 shares of Class A Common owned by a trust created for the benefit of his minor daughter (Helen C. Williams) because his spouse is trustee of such trust. Collectively, the 422,750 shares of Class A Common beneficially owned by Mr. Williams constitute approximately 8.00% of the Class A Common outstanding as of December 31, 2017.

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Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information provided with respect to Rankin Associates II, L.P. is hereby deleted and replaced by the following:

Under the terms of the Limited Partnership Agreement of Rankin Associates II, L.P. (**Rankin II**), dated as of February 6, 1998 (as amended, the **Rankin II Partnership Agreement**), filed as Exhibit 4 to the Initial Filing, as amended by that certain Amendment No. 1 to Limited Partnership Agreement of Rankin II, dated as of December 26, 2001, filed as Exhibit 6 to Amendment No. 7, as amended by that certain Amendment No. 2 to Limited Partnership Agreement of Rankin II, dated as of December 17, 2002, filed as Exhibit 7 to Amendment No. 9, as amended by that certain Addendum to the Limited Partnership Agreement, dated as of October 28, 2016, filed as Exhibit 10 hereto and incorporated herein by reference, and as amended by that certain Addendum to the Limited Partnership Agreement, dated as of December 12, 2017, filed as Exhibit 11 hereto and incorporated herein by reference, Rankin Management, Inc. (**RMI**), as the general partner of Rankin II, has the sole power to vote the Class A Common and Class B Common held by Rankin II. RMI exercises such powers by action of its board of directors, which acts by majority vote and consists of Alfred M. Rankin, Jr., Thomas T. Rankin, Claiborne R. Rankin and Roger F. Rankin, the individual trusts of whom are the stockholders of RMI. RMI shares the power to dispose of the Class A Common and Class B Common held by Rankin II with the other individuals and entities holding limited partnership interests in Rankin II. Under the terms of the Rankin II Partnership Agreement, Rankin II may not dispose of Class A Common or Class B Common, or convert Class B Common into Class A Common, without the consent of RMI and the consent of the holders of more than 75% of all partnership interests, including the general partnership interests, in Rankin II (**Rankin II Partnership Interests**).

The Rankin II Partnership Agreement restricts the transfer of Rankin II Partnership Interests by the partners and provides the partners and Rankin II with a right of first refusal to acquire Rankin II Partnership Interests that a partner desires to sell and a repurchase obligation to compel the sale of Rankin II Partnership Interests by the partners under certain circumstances. This description of the transfer restrictions, rights of first refusal and repurchase obligations is qualified by reference to the Rankin II Partnership Agreement.

The information provided with respect to Rankin Associates I, L.P. is hereby deleted and replaced by the following:

Under the terms of the Second Amended and Restated Limited Partnership Agreement of Rankin Associates I, L.P. (**Rankin I**), dated as of March 27, 2002 (as amended, the **Rankin I Partnership Agreement**), filed as Exhibit 12 hereto and incorporated herein by reference, as amended by that certain Written Consent of General Partners of Rankin Associates I, L.P., dated as of December 31, 2012, filed as Exhibit 13 hereto and incorporated herein by reference, as amended by that certain Addendum to the Second Amended and Restated Limited Partnership Agreement, dated as of October 28, 2016, filed as Exhibit 14 hereto and incorporated herein by reference, and as amended by that certain Addendum to the Second Amended and Restated Limited Partnership Agreement, dated as of December 12, 2017, filed as Exhibit 15 hereto and incorporated herein by reference, Alfred M. Rankin, Jr., Thomas T. Rankin, Claiborne R. Rankin and Roger F. Rankin, as trustees and primary beneficiaries of trusts acting as general partners of Rankin I (the **Rankin I General Partners**), share the power to vote the Class A Common and Class B Common held by Rankin I. Further, under such terms, voting actions are determined by the Rankin I General Partners owning at least a majority of the general partnership interests of Rankin I. Each of the trusts holding general and limited partnership interests in Rankin I share with each other the power to dispose of Class A Common and Class B

Common held by Rankin I. Under the terms of the Rankin I Partnership Agreement, Rankin I may not dispose of Class A Common or Class B Common, or convert Class B Common into Class A Common, without the consent of the Rankin I General Partners holding more than 75% of the general partnership interests in Rankin I and the consent of the holders of more than 75% of all partnership interests, including the general partnership interests, in Rankin I (*Rankin I Partnership Interests*).

The Rankin I Partnership Agreement restricts the transfer of Rankin I Partnership Interests by the partners and provides the partners and Rankin I with a right of first refusal to acquire Rankin I Partnership Interests that a partner desires to sell and a repurchase obligation to compel the sale of Rankin I Partnership Interests by the partners under certain circumstances. This description of the transfer restrictions, rights of first refusal and repurchase obligations is qualified by reference to the Rankin I Partnership Agreement.

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The information provided with respect to Rankin Associates IV, L.P. is hereby deleted and replaced by the following:

Under the terms of the Amended and Restated Limited Partnership Agreement of Rankin Associates IV, L.P. (**Rankin IV**), dated as of February 7, 2005 (as amended, the **Rankin IV Partnership Agreement**), filed as Exhibit 16 hereto and incorporated herein by reference, as amended by that certain Amendment to the Amended and Restated Limited Partnership Agreement of Rankin IV, dated as of March 22, 2006, filed as Exhibit 17 hereto and incorporated herein by reference, as amended by that certain Addendum to the Amended and Restated Limited Partnership Agreement of Rankin IV, dated as of October 28, 2016, filed as Exhibit 18 hereto and incorporated herein by reference, and as amended by that certain Addendum to the Amended and Restated Limited Partnership Agreement of Rankin IV, dated as of December 12, 2017, filed as Exhibit 19 hereto and incorporated herein by reference, the general partners share the power to vote the Class A Common and Class B Common held by Rankin IV. Further, under such terms, voting actions are determined by the general partners owning at least a majority of the general partnership interests of Rankin IV. Each of the trusts holding general and limited partnership interests in Rankin IV share with each other the power to dispose of Class A Common and Class B Common held by Rankin IV. Under the terms of the Rankin IV Partnership Agreement, Rankin IV may not dispose of Class A Common or Class B Common, or convert Class B Common into Class A Common, without the consent of the general partners holding more than 75% of the general partnership interests in Rankin IV and the consent of the holders of more than 75% of all partnership interests, including the general partnership interests, in Rankin IV (the **Rankin IV Partnership Interests**).

The Rankin IV Partnership Agreement restricts the transfer of Rankin IV Partnership Interests by the partners and provides the partners and Rankin IV with a right of first refusal to acquire Rankin IV Partnership Interests that a partner desires to sell and a repurchase obligation to compel the sale of Rankin IV Partnership Interests by the partners under certain circumstances. This description of the transfer restrictions, rights of first refusal and repurchase obligations is qualified by reference to the Rankin IV Partnership Agreement.

The information provided with respect to the Stockholders Agreement is hereby deleted and replaced by the following:

The Amended and Restated Stockholders Agreement, dated as of September 29, 2017, among the signatories thereto and the Company (the **Stockholders Agreement**), filed as Exhibit 20 hereto and incorporated herein by reference, requires a signatory to offer the shares of Class B Common beneficially owned by such signatory to all of the other signatories upon the occurrence of either of the following: (a) the proposed conversion of shares of Class B Common by such signatory into shares of Class A Common and (b) the proposed sale, transfer or other disposition of Class B Common by such signatory to any permitted transferee (under the terms of the Class B Common) who is not a signatory to the Stockholders Agreement. In either of these cases, the signatory proposing to enter into one of these transactions must notify all of the other signatories and then must allow each such other signatory the opportunity to purchase such signatory's pro rata portion of the shares of Class B Common that are subject to the proposed transaction in accordance with the procedures described below. The Stockholders Agreement, however, does not restrict transfers of Class B Common among the signatories or any other permitted transferee who becomes a signatory to the Stockholders Agreement.

A signatory proposing to engage in a transaction triggering a right of first refusal must first give written notice of the proposed transaction by registered mail to the Company, which acts as depository under the Stockholders Agreement.

The depository, in turn, is required to send such notice promptly to all of the other signatories. Following receipt of such notice, each other signatory will have seven business days to elect whether or not to purchase his, her or its pro rata portion of the shares of the Class B Common which have triggered a right of first refusal. A signatory's pro rata portion will be determined by dividing the number of shares of Class B Common which such person owns by the number of shares of Class B Common which are owned by all of the other signatories who similarly may elect to purchase the shares of Class B Common which have triggered the right of first refusal. A notice electing to purchase a pro rata portion of the shares of Class B Common must be sent to the depository by the end of the seven business day period. If the signatories electing to purchase do not elect to purchase all of the shares of Class B Common, then such signatories have an additional five business days to agree among themselves how to allocate the shares not purchased. If they cannot reach any agreement, the allocation shall be pro rata. If there are still shares of Class B Common which are not purchased following such allocation, then the Company shall have an additional three business days to decide whether or not to purchase the remaining shares. The Company, however, is under no obligation to purchase any such shares.

Following the completion of such procedures, the signatory who has triggered the right of first refusal is free, for a period of 30 business days, to convert the shares of Class B Common, if any, which remain, into shares of Class A Common. If the signatory had originally proposed to transfer the shares, such signatory would be free to transfer shares of Class A Common in accordance with the originally proposed transaction.

Signatories who elect to exercise the right of first refusal and purchase shares of Class B Common may pay for such shares in cash, an equivalent number of shares of Class A Common, or in a combination of cash and shares of Class A Common. The purchase price to be paid is the higher of what is specified in the notice sent by the signatory who has triggered the right of first refusal and the average of the last sales price of Class A Common on the New York Stock Exchange for the five days prior to the date of such notice.

The Stockholders' Agreement only restricts the conversion, or the sales or other disposition outside of the Stockholders' Agreement, of shares of Class B Common held by each signatory. The Stockholders' Agreement does not restrict in any respect how a signatory may vote the shares of Class B Common that are subject to the terms of the Stockholders' Agreement. This description of the transfer restrictions, rights of first refusal and repurchase obligations is qualified by reference to the Stockholders' Agreement.

The information provided with respect to the Transfer Restriction Agreement is hereby deleted and replaced by the following:

Under the terms of the Transfer Restriction Agreement, dated as of September 29, 2017 (the **TRA**), filed as Exhibit 21 hereto and incorporated herein by reference, Hamilton Beach Brands Holding Company, the Company, and certain signatories thereto have agreed to certain restrictions on transactions involving securities of Hamilton Beach Brands Holding Company or the Company. Absent a ruling from the Internal Revenue Service (**IRS**), an unqualified tax opinion from approved counsel, or approval by Hamilton Beach Brands Holding Company as the administrator of the TRA, the TRA prohibits members of the Company's extended founding family, for a two-year period following September 29, 2017, from (a) acquiring any stock of either the Company or Hamilton Beach Brands Holding Company (other than acquisitions of stock pursuant to an equity compensation plan of either the Company or Hamilton Beach Brands Holding Company) or (b) transferring directly or indirectly any stock owned by the extended founding family.

The TRA further provides that the five-percent voting limitation on transfers of Hamilton Beach Brands Holding Company voting power will be converted to a 35-percent limitation if the Company or Hamilton Beach Brands Holding Company obtains a private letter ruling from the IRS or an unqualified tax opinion substantially to the effect that the increase in voting power by holders of Class B Common by reason of the conversion by other holders of Class B Common to Class A Common will not be taken into account for purposes of Section 355(e) of the Internal Revenue Code.

Item 7. Material to be Filed as Exhibits.

- | | |
|------------|--|
| Exhibit 10 | Addendum to the Limited Partnership Agreement of Rankin Associates II, L.P., dated as of October 28, 2016. |
| Exhibit 11 | Addendum to the Limited Partnership Agreement of Rankin Associates II, L.P., dated as of December 12, 2017. |
| Exhibit 12 | Second Amended and Restated Limited Partnership Agreement of Rankin Associates I, L.P., dated as of March 27, 2002 (incorporated by reference to Exhibit 1 of the Schedule 13D, as amended, related to Hamilton Beach Brands Holding Company Class B common stock, initially filed on October 6, 2017 by Rankin Associates I, L.P. and other persons named therein (Commission File No. 005-90132)). |
| Exhibit 13 | Written Consent of General Partners of Rankin Associates I, L.P., executed as of December 31, 2012 (incorporated by reference to Exhibit 8 of the Schedule 13D, as amended, related to Hyster-Yale Materials Handling, Inc. Class B common stock, initially filed on February 14, 2014 by Rankin Associates I, L.P. and other persons named therein (Commission File No. 005-87003)). |
| Exhibit 14 | Addendum to the Second Amended and Restated Limited Partnership Agreement of Rankin Associates I, L.P., dated as of October 28, 2016 (incorporated by reference to Exhibit 3 of the Schedule 13D, as amended, related to Hamilton Beach Brands Holding Company Class B common stock, initially filed on October 6, 2017 by Rankin Associates I, L.P. and other persons named therein (Commission File No. 005-90132)). |
| Exhibit 15 | Addendum to the Second Amended and Restated Limited Partnership Agreement of Rankin Associates I, L.P., dated as of December 12, 2017. |

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- Exhibit 16 Amended and Restated Limited Partnership Agreement of Rankin Associates IV, L.P., dated as of February 7, 2005, as amended (incorporated by reference to Exhibit 1 of the Schedule 13D, as amended, related to the NACCO Class A Common, initially filed on February 15, 2005 by Rankin Associates IV, L.P. and other persons named therein (Commission File No. 005-38001)).
- Exhibit 17 Amendment to the Amended and Restated Limited Partnership Agreement of Rankin IV, L.P., dated as of March 22, 2006 (incorporated by reference to Exhibit 10 of the Schedule 13D, as amended, related to Hamilton Beach Brands Holding Company Class B common stock, initially filed on October 6, 2017 by Rankin Associates I, L.P. and other persons named therein (Commission File No. 005-90132)).
- Exhibit 18 Addendum to the Amended and Restated Limited Partnership Agreement of Rankin Associates IV, L.P., dated as of October 28, 2016 (incorporated by reference to Exhibit 11 of the Schedule 13D, as amended, related to Hamilton Beach Brands Holding Company Class B common stock, initially filed on October 6, 2017 by Rankin Associates I, L.P. and other persons named therein (Commission File No. 005-90132)).
- Exhibit 19 Addendum to the Amended and Restated Limited Partnership Agreement of Rankin Associates IV, L.P., dated as of December 12, 2017.
- Exhibit 20 Amended and Restated Stockholders Agreement, dated as of September 29, 2017, by and among NACCO and the Participating Stockholders (incorporated by reference to Exhibit 10.4 of NACCO's Current Report on Form 8-K, filed on October 5, 2017 (Commission File No. 001-09172)).
- Exhibit 21 Transfer Restriction Agreement, dated as of September 29, 2017, by and among Hamilton Beach Brands Holding Company, NACCO and the signatories thereto (incorporated by reference to Exhibit 5 of the Schedule 13D, as amended, related to Hamilton Beach Brands Holding Company Class B common stock, initially filed on October 6, 2017 by Rankin Associates I, L.P. and other persons named therein (Commission File No. 005-90132)).

[Signatures begin on the next page.]

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2018

RANKIN ASSOCIATES II, L.P.

By: Rankin Management, Inc., its Managing
Partner

By: /s/ Alfred M. Rankin, Jr.
Alfred M. Rankin, Jr.
President

RANKIN MANAGEMENT, INC.

By: /s/ Alfred M. Rankin, Jr.
Alfred M. Rankin, Jr.
President

REPORTING INDIVIDUALS

By: /s/ Alfred M. Rankin, Jr.
Alfred M. Rankin, Jr., on behalf of himself,
and as:
Attorney-in-Fact for Victoire G. Rankin*
Attorney-in-Fact for Helen Rankin Butler*
Attorney-in-Fact for Clara T. Rankin
Williams*
Attorney-in-Fact for Thomas T. Rankin*
Attorney-in-Fact for Matthew M. Rankin*
Attorney-in-Fact for Claiborne R. Rankin*
Attorney-in-Fact for Chloe O. Rankin*
Attorney-in-Fact for Roger F. Rankin*
Attorney-in-Fact for Bruce T. Rankin*
Attorney-in-Fact for Alison A. Rankin*
Attorney-in-Fact for Corbin K. Rankin*
Attorney-in-Fact for John C. Butler, Jr.*
Attorney-in-Fact for James T. Rankin*

Attorney-in-Fact for Claiborne R. Rankin, Jr.*
Attorney-in-Fact for David B. Williams*
Attorney-in-Fact for Scott W. Seelbach*
Attorney-in-Fact for Elizabeth B. Rankin*
Attorney-in-Fact for Thomas P. Rankin*
Attorney-in-Fact for Julia Rankin Kuipers*
Attorney-in-Fact for Lynn T. Rankin*
Attorney-in-Fact for Chloe R. Seelbach*

- * The power of attorney authorizing the above named individual to act on behalf of each of the foregoing Reporting Persons is included in Exhibit 2, at page 16, and Exhibit 4, at pages 25 and 26 of the Schedule 13D, filed February 18, 1998.